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*Capitalised terms used in this announcement carry the same meanings as those ascribed to them in the Company's Admission Document (available at [www.beaconenergyplc.com](http://www.beaconenergyplc.com)) unless the context requires otherwise.*

**21 March 2023**

## **Beacon Energy plc**

("Beacon Energy" or the "Company")

### **Update re Proposed Reverse Takeover Transaction**

***Publication of Admission Document,  
Notice of Extraordinary General Meeting,  
Proposed Acquisition of entire issued and to be issued capital of Rhein Petroleum GmbH,  
Proposed Fundraise,  
Proposed Board Appointments, and  
Proposed Grant of Options***

Beacon Energy (AIM:BCE), an energy company seeking growth through acquisition or farm-in to interests in discovered upstream projects, is pleased to announce that, further to the Share Purchase Agreement ("**SPA**") with Tulip Oil Holding B.V. ("**Tulip**") and Deutsche Rohstoff A.G. ("**DRAG**") (as announced on 16 December 2022), the Company has today published an admission document dated 21 March 2023 (the "**Admission Document**"), incorporating a formal Notice of Extraordinary General Meeting, in relation to, among other things, the conditional acquisition of 100% per cent. of the share capital of Rhein Petroleum GmbH ("**Rhein Petroleum**") (the "**Acquisition**") for a consideration of 3,488,549,633 new Ordinary Shares and an associated conditional issue of 5,491,516,026 new Ordinary Shares ("**Fundraise Shares**") at a price of 0.11 pence ("**Fundraise Price**") to raise, in aggregate, gross proceeds of £6.04 million (approximately US\$7.34 million) (the "**Fundraise**").

The Acquisition constitutes a reverse takeover pursuant to the AIM Rules and is therefore subject, among other things, to the approval of Shareholders at the Extraordinary General Meeting, notice of which is set out at the end of the Admission Document and which will be held at 9.00 a.m. London time on 5 April 2023 at the offices of 55 Athol Street, Douglas, Isle of Man, IM1 1LA.

### **Restoration of Trading**

The Company's Existing Ordinary Shares were suspended from trading on AIM on 9 September 2022 pending the completion of the Acquisition, classified as a reverse takeover under the AIM Rules. Application will be made to the London Stock Exchange in due course for the Enlarged Share Capital to be admitted to trading on AIM following completion of the Acquisition. Admission of the Enlarged Share Capital to trading on AIM is expected to take place on or around 11 April 2023, subject to the passing of the Resolutions and the satisfaction of all other conditions. The expected timetable of events can be found at the end of this announcement.

## Key Highlights:

- **The Acquisition provides Beacon with a beneficial interest in a proven oil field with material existing resources.**
  - The Rhein Petroleum Assets contain a 2P net reserve base of 3.85 mmbbl and a 2C net contingent resource base of 22.96 mmbbl, located across four core assets.
- **The Transaction will deliver a full-cycle portfolio of largely operated production, development, appraisal and exploration assets.**
  - The Board believes that the region provides significant potential for growth where, over time, it believes a substantial business can be built.
  - The Rhein Petroleum Assets provide a near-term active work programme, commencing with the SCHB-2 development well at Erfelden, designed to enhance production and cash flow, and a well understood existing production base which will generate immediate revenue.
  - Completion of the Acquisition would provide access to a built-in growth pipeline of onshore, material, near-term development and appraisal targets considered by the Board as probable high-margin, low-to-medium risk opportunities. The Rhein Petroleum Assets also include a mix of low, medium and higher risk exploration opportunities that are expected to be low cost and potentially transformational.
- **Highly experienced Beacon Energy Board and management team, with significant combined regional, technical and capital markets experience.**
  - The experienced operating team at Rhein Petroleum, which has a track record of exploration, appraisal, development and production operations, is expected to remain in place following the Acquisition.
  - Subject to the Acquisition completing, it is proposed that Stewart MacDonald and Leo Koot will join the Board as Chief Financial Officer and Non-Executive Director, respectively.
- **Fundraise**
  - In conjunction with the Acquisition, the Company has conditionally issued 5,491,516,026 Fundraise Shares by way of a Placing, a Primary Bid Offer, the Subscription and the issue of the Director and Adviser Fee Shares at the Fundraise Price of 0.11 pence to raise total gross proceeds of £6.04 million.
  - The net proceeds together with the Company's existing cash resources will be used to fund the drilling of the SCHB-2 development well [onshore Germany] and for general working capital requirements.
  - The Company's Existing and Proposed Directors (excluding Ross Warner) have subscribed for, in aggregate, £0.47 million of new Ordinary Shares pursuant to the Fundraise.

Further comprehensive information on the Rhein Petroleum assets, the Acquisition and the Resolutions can be found in the Company's Admission Document (and the Notice of Extraordinary General Meeting set out therein), which will today be made available on the Company's website at [www.beaconenergyplc.com](http://www.beaconenergyplc.com) and posted to Shareholders.

## Larry Bottomley, Chief Executive Officer of Beacon Energy, commented:

*"We are delighted to have closed out this Fundraise which, despite the very challenging market conditions of the past couple of weeks, reflects good demand for the investment proposition that we put in front of new and existing shareholders. The acquisition of Rhein Petroleum is truly transformative for Beacon, providing the Company with proven reserves, existing and near-term production growth, material upside potential and an exciting pipeline of value catalysts in the next 18 months. We look forward to updating the market in due course regarding the final outstanding milestones associated with the RTO process."*

## For further information, please contact:

### Beacon Energy plc

Larry Bottomley (CEO) / Stewart MacDonald (Proposed CFO) via Buchanan

### Strand Hanson Limited (Financial and Nominated Adviser)

Rory Murphy / James Bellman / Robert Collins +44 (0)20 7409 3494

### Tennyson Securities (Joint Broker)

Peter Krens +44 (0)20 7186 9030

### Optiva Securities Limited (Joint Broker)

Christian Dennis +44 (0)20 3411 1881

### Buchanan (Public Relations)

Ben Romney / Jon Krinks +44 (0)20 7466 5000

## **Further Information**

### **Key Terms of the SPA**

Under the terms of the SPA, the Sellers will be issued 3,488,549,633 new Ordinary Shares representing 33.2 per cent. (29.9 per cent. issued to Tulip and 3.3 per cent. issued to DRAG, pro rata to their current interest in Rhein Petroleum) of the Enlarged Share Capital on Admission (the "Consideration Shares"). Pursuant to the terms of the SPA and the Tulip Subscription Letter, Tulip has also conditionally subscribed for 1,114,450,322 new Ordinary Shares at the Fundraise Price and subject to the arrangements set out in paragraph 13.3 of Part IX of the Admission Document, representing 10.61 per cent. of the Enlarged Share Capital, such that, on Admission, Tulip will hold a 40.51 per cent. interest in the Enlarged Share Capital. Such new Ordinary Shares held by the Sellers will be subject to a lock-in agreement, with Tulip also having entered into a Relationship Agreement with the Company.

As part of the total consideration, Beacon will purchase the Sellers Intercompany Receivable, which is the debt owed by Rhein Petroleum to Tulip pursuant to a loan agreement between Tulip and Rhein Petroleum dated 21 July 2016 for total consideration of EUR 1 (the "Intercompany Receivable Consideration").

In addition to the Equity Consideration and the Intercompany Receivable Consideration, and as part of the total Consideration, Tulip and DRAG will receive contingent "earn-out" consideration based on the future production of the Rhein Petroleum Assets, payable by Beacon, consisting of:

- a) contingent consideration in cash equal to 10 per cent. of the Net Production Proceeds from the current and existing licences (including renewals) over the acreages of Steig, Erfelden, Graben and Lauben (collectively, the "Acreage"); and
- b) contingent consideration in cash equal to 3 per cent. of the Net Production Proceeds from the licences held by Rhein Petroleum on Admission, but excluding the Acreage.

(a) and (b) together, the "Earn Out Consideration".

Any Earn Out Consideration accrued until 31 March 2025 shall only be due and payable on 30 June 2025. Subsequent to which, the Company shall be required to pay the Earn Out Consideration on the last date of the next Earn Out Period. Tulip and Drag are entitled to 90 per cent. and 10 per cent., respectively, of the Earn-Out Consideration.

The full terms of the SPA are set out in the Company's Admission Document.

### **Completion Conditions**

Completion of the SPA is subject to the following conditions being satisfied:

- the Placing Agreement having been entered into by the parties to it and having become unconditional save for Admission (and not having been terminated prior to Admission);
- the Company having published the Admission Document following the approval of the Takeover Panel of the Admission Document for the purposes of Section 21 to Appendix 1 to the Takeover Code;
- certain resolutions of the Company approving the Acquisition having been passed without amendment at the Company's Extraordinary General Meeting;
- the Takeover Panel having waived, conditional upon the approval by the Independent Shareholders of the Rule 9 Waiver Resolution on a poll, any obligation which would otherwise be imposed on the Concert Party, either individually or collectively, under Rule 9 of the City Code to make a general offer for the Company, as a result of the issue of the TOH Consideration Shares, the TOH Subscription Shares and the exercise of the TOH Warrants;
- reasonable evidence that the extensions of (i) the licences for Karlsruhe-Leopoldshafen and (ii) the operating schedules for Schwarzbach and Steig having been granted by the relevant German authorities;
- Land Hessen, being the authority responsible for all permits of licences in the area of the state Hessen in Germany, having released in writing the DRAG Security and approved the DRAG Security Replacement (as the case may be).

It is noted that the Operating Schedule for Schwarzbach and the Licence for Karlsruhe-Leopoldshafen were granted following the date of the SPA and are valid to 31 December 2026 and 31 December 2025 respectively. The Company notes that the extension of the Steig operating schedule has been applied for and is expected to be received in due course, however, the Company has agreed with the Sellers that to the extent that it has not been received by the date of the Extraordinary General Meeting, the Company will waive this completion condition.

### **Notice of Extraordinary General Meeting**

The Acquisition constitutes a reverse takeover pursuant to the AIM Rules and is therefore subject, among other things, to the approval of Shareholders at the Extraordinary General Meeting which will be held at 9.00 a.m. London time on 5 April 2023 at the offices of 55 Athol Street, Douglas, Isle of Man, IM1 1LA. (the **"Extraordinary General Meeting"**), formal notice of which is incorporated in the Company's Admission Document (the **"Notice of Extraordinary General Meeting"**). If the relevant Resolutions are duly passed at the Extraordinary General Meeting, and the other completion conditions are satisfied, the Company's existing trading facility on AIM will be cancelled and the Company will apply for the Enlarged Share Capital to be re-admitted to trading on AIM.

The Notice of Extraordinary General Meeting sets out resolutions to approve, *inter alia*, the Acquisition, the Fundraise and the Rule 9 Waiver Resolution.

Assuming that the Resolutions are approved, it is expected that Admission will occur and trading in the New Ordinary Shares will commence at 8.00 a.m. (London time) on 11 April 2023.

Shareholders should note that the Resolutions are inter-conditional. If any of the Resolutions are not passed at the Extraordinary General Meeting, the Acquisition and the Fundraise will not proceed, and the Directors will need to consider alternative options for the Company. The Company will have expended material funds in pursuing the proposed Acquisition and would therefore incur significant abort costs and it is unlikely that a suitable alternative Re-admission Transaction and/or funding on similar commercial terms to the Fundraise can be obtained on a timely basis or at all and it is likely that admission of the Company's Existing Ordinary Shares will be cancelled.

A Form of Proxy has been sent to Shareholders alongside the Admission Document and can be downloaded from the Company's website at: [www.beaconenergyplc.com](http://www.beaconenergyplc.com). To be valid, completed Forms of Proxy must be completed and delivered, sent by post or sent by email to [gdevlin@fim.co.im](mailto:gdevlin@fim.co.im) or by facsimile to + 44 (0)1624 604790 together with the power of attorney or other authority (if any) under which it is signed (or a notorially certified copy or copy in some other manner approved by the directors of such authority) to FIM Capital Limited, 55 Athol Street, Douglas, Isle of Man IM1 1LA, as soon as possible and in any event so as to arrive not later than 9.00 a.m. (London time) on 3 April 2023 or, in the event that the meeting is adjourned, not later than 48 hours before the time appointed for the meeting or any adjournment thereof.

The Chairman of the Extraordinary General Meeting will direct that voting on all Resolutions set out in the Notice will take place by way of a poll. The final poll vote result on each resolution will be published immediately after the Extraordinary General Meeting on the Company's website.

## **The Fundraise**

In conjunction with the Acquisition, the Company will, subject to shareholder approval, issue 5,491,516,026 Fundraise Shares by way of a Placing, a Primary Bid Offer, the Tulip Subscription, the Director Subscription and the issue of Director and Adviser Fee Shares at the Fundraise Price of 0.11 pence to raise total gross proceeds of £6.04 million.

Pursuant to the Placing, Tennyson Securities and Optiva Securities have conditionally raised £2.52 million (before expenses) for the Company through the placing of the Placing Shares with investors at the Fundraise Price conditional, among other things, upon the Resolutions being approved by Shareholders at the Extraordinary General Meeting, completion of the Acquisition, and on Admission becoming effective by not later than 8.00 a.m. on 11 April 2023 (or such later date as Strand Hanson, Tennyson Securities and Optiva Securities may agree not being later than 14 April 2023).

The Primary Bid Offer has conditionally raised approximately £0.15 million (before expenses). Completion of the Primary Bid Offer is conditional on the Proposals and is being undertaken to facilitate potential retail participation in the Company.

Tulip has also conditionally subscribed for 1,114,450,322 new Ordinary Shares at the Fundraise Price, representing approximately 10.61 per cent. of the Enlarged Share Capital, such that, on Admission, subject to shareholder approval, Tulip will hold approximately 40.51 per cent. of the Enlarged Share Capital. Such new Ordinary Shares held by Tulip will be subject to a lock-in agreement and also subject

represent each new Ordinary Share held by Tulip will be subject to a lock-in agreement and also subject to a Relationship Agreement, details of which are set out in the Company's Admission Document.

The net proceeds of the Fundraise are estimated at £4.77 million (including the £0.65 million of Director Fee Shares). The net proceeds together with the Company's existing cash resources will be used to fund the drilling and, if decided upon by Beacon, the testing of the SCHB-2 well, and if successful, to install flow lines and hook up the wells to Rhein Petroleum's production facilities.

The Directors, and Proposed Directors, are participating in the Fundraise by way of a subscription for a total of 427,272,726 Placing Shares, as set out below, and in addition have agreed to convert certain of their future fees into new Ordinary Shares at the Fundraise Price (the "**Director Fee Shares**").

<i>Director</i>	<i>Director Subscription Shares</i>	<i>Director Fee Shares</i>	<i>Number of new Ordinary Shares on Admission</i>	<i>Percentage of Enlarged Share Capital (%)</i>
Mark Rollins	159,090,909	89,728,363	325,281,248	3.10
Stephen Whyte	22,727,272	29,610,360	52,728,898	0.50
Ross Warner	-	-	205,287	0.00
Larry Bottomley	68,181,818	246,753,000	361,993,641	3.45
Stewart MacDonald	18,181,818	192,727,272	210,909,090	2.01
Leo Koot	159,090,909	29,610,360	188,701,269	1.80

The Fundraise will result in the issue of in total 5,491,516,026 new Ordinary Shares (representing, in aggregate, approximately 52.26 per cent., of the Enlarged Share Capital). The Fundraise Shares, when issued and fully paid, will rank *pari passu* in all respects with the Ordinary Shares and therefore rank equally for all dividends or other distributions declared, made or paid after the date of issue of the Fundraise Shares. No temporary documents of title will be issued.

In addition to the Fundraise, Tulip has provided the Decommissioning Security Loan, of which £1.0 million is available to the Company for use as general working capital.

The Fundraise is conditional, *inter alia*, upon the passing of the Resolutions at the Extraordinary General Meeting, completion of the Acquisition, and on Admission becoming effective by not later than 8.00 a.m. (London time) on 5 April 2023 (or such later date as Strand Hanson, Tennyson Securities and Optiva Securities may agree not being later than 14 April 2023). Accordingly, if any of such conditions are not satisfied, or, if applicable, waived, the Placing will not proceed.

## Use of Proceeds

A summary of the intended use of proceeds of the Fundraise is shown in the table below:

<b>Use of Net Proceeds</b>	<b>£m</b>
Drilling, completion and tie-back of SCHB-2 development well	4.7
Working capital	1.0
<b>Total</b>	<b>5.7</b>

## Significant Shareholders

Immediately following Admission, the Company's significant shareholders holding over 3 per cent. of the Enlarged Share Capital are expected to comprise:

<i>Shareholder</i>	<i>Number of New Ordinary Shares</i>	<i>Percentage of the Enlarged Share Capital on Admission</i>
Tulip Oil Holding B.V.	4,256,246,528	40.51

Anavio Capital Partners LLP	545,454,545	5.19
Larry Bottomley	361,993,641	3.45
Deutsche Rohstoff AG	346,753,427	3.30
Mark Rollins	325,281,248	3.10

## Options, Warrants and Fee Share Issues

### **Director Fee Shares**

On Admission, the Board intends to issue, in aggregate, 588,429,355 Director Fee Shares, including to certain of the Existing Directors, in lieu of a proportion of their proposed fees for the 24 month period following Admission, calculated on the basis of the Fundraise Price.

It is the Board intention to establish, prior to Admission, an Employee Benefit Trust to hold the Director Fee Shares, the trustee for which (the "Trustee") is still to be determined, such that the directors may, from Admission, direct the Trustee to transfer, from time to time, such number of Director Fee Shares held in the name of the Employee Benefit Trust as would correspond to the relevant fees earned (calculated at the Fundraise Price) to the relevant beneficial directors. In the event that an Employee Benefit Trust is not established prior to Admission, the Director Fee Shares will be issued directly to the relevant Directors (subject to equivalent restrictions) or alternative arrangements will be notified.

The issue of the Director Fee Shares to certain of the Existing Directors, as set out above, is considered to be a related party transaction for the purposes of Rule 13 of the AIM Rules for Companies. Ross Warner, a Non-Executive Director of the Company, will not receive any Director Fee Shares and therefore is independent with respect to the matter of the issue of the Director Fee Shares and considers, having consulted with Strand Hanson, the Company's Nominated Adviser, that the terms of the proposed issue of the Director Fee shares is fair and reasonable insofar as the Company's shareholders are concerned.

### **Adviser Fee Shares**

Certain of the Company's advisers have agreed with the Company to receive 935,909,087 Adviser Fee Shares in place of fees agreed in connection with the Proposals. The Adviser Fee Shares are subject to lock-in agreements for a period of 12 months from the date of Admission.

### **Seller Warrants**

Pursuant to the SPA, the Company has also agreed to issue 1,097,537,674 TOH Warrants and 89,415,627 DRAG Warrants to Tulip and DRAG respectively, which operate as an anti-dilution mechanism in respect of any Options or Warrants in existence on Completion. The TOH Warrants and the DRAG Warrants are exercisable at nil cost and vest only if and to the extent that any Options or Warrants that existed as at the date of the SPA are exercised by the holders thereof.

### **Fee Options and Warrants**

On Admission, the Board intends to issue, in aggregate, 188,803,430 accrued fee options ("**Accrued Fee Options**"), including to the Existing Directors, in lieu of accrued and unpaid fees of £212,185 during the period from 1 February 2022 to 31 December 2022 inclusive, calculated on the basis of the Fundraise Price.

In addition, Share Option Agreements in agreed form have been provided to Mark Rollins, Stephen Whyte, Ross Warner, Larry Bottomley and Stewart MacDonald, in respect of, in aggregate, 581,738,888 new Options over New Ordinary Shares exercisable at the Fundraise Price to be granted on Admission.

The total number of Options over New Ordinary Shares to be granted to each recipient is as set out below:

<i>Director / Proposed Director</i>	<i>New Options to be granted on Admission</i>
Mark Rollins	117,768,476
Stephen Whyte	56,080,226

Ross Warner	56,080,226
Larry Bottomley	362,652,136
Stewart MacDonald	177,961,254

### ***Issue of Adviser Warrants***

On Admission, the Company will issue, in aggregate, 138,799,998 Adviser Warrants exercisable at the Fundraise Price to certain advisers of the Company in respect of fees associated with the Proposals.

### **Proposed Board Changes**

As mentioned above, subject to the Acquisition completing, it is proposed that Stewart MacDonald and Leo Koot will join the Board as Chief Financial Officer and Non-Executive Director, respectively. The Board will, on Admission, comprise six Directors (including the Proposed Directors) of which two are executive and four are non-executive, including the Chairman, who is deemed to be independent. The Board has significant experience in the oil & gas industry and of service on the boards of public companies. The Board considers Mark Rollins, Ross Warner and Stephen Whyte to be independent non-executive directors.

Further information on Stewart MacDonald and Leo Koot, including the information required to be disclosed pursuant to Schedule 2(g) of the AIM Rules, is provided in the Company's Admission Document and will also be announced on conclusion of the Extraordinary General Meeting subject to the Resolutions being approved by Shareholders.

### **Lock-in and Orderly Market Arrangements**

Lock-in and Orderly Market Agreements in respect of, in aggregate, 4,602,999,955 Ordinary Shares have been entered into by (i) the Company, (ii) Strand Hanson, (iii) Tennyson Securities (iv) Optiva Securities and (v) the Locked-In Shareholders, pursuant to which each Locked-In Shareholder has, conditional on Admission, undertaken as a separate undertaking to each of the Company, Strand Hanson, Tennyson Securities and Optiva Securities that, subject to certain limited exceptions, they will not dispose of, or agree to dispose of, new Ordinary Shares held by them or on behalf of them for a period of 12 months from the date of Admission.

Lock-in and Orderly Market Agreements in respect of, in aggregate, 1,139,819,433 Ordinary Shares have been additionally entered into by (i) the Company, (ii) Strand Hanson, (iii) Tennyson Securities (iv) Optiva Securities and (v) the Locked-In Directors, pursuant to which each Locked-In Director has, conditional on Admission, undertaken as a separate undertaking to each of the Company, Strand Hanson, Tennyson Securities and Optiva Securities/ that, subject to certain limited exceptions, they will not dispose of, or agree to dispose of, Ordinary Shares held by them or on behalf of them for a period of 12 months from the date of Admission.

Each Locked-In Shareholder and Locked-In Director has also undertaken that for the period of 12 months following the first anniversary of the date of Admission, subject to certain conditions, they will only dispose of Ordinary Shares held by them in consultation with Strand Hanson, Tennyson Securities and Optiva Securities so as to ensure an orderly market for the issued share capital of the Company.

The Company's advisers due to receive the Adviser Fee Shares have agreed to enter into lock-in agreements for a period of 12 months from the date of Admission in respect of the Adviser Fee Shares.

### **Decommissioning Security Loan**

Under the terms of the SPA, the Company (as security provider), Tulip (as lender) and Rhein Petroleum (as borrower) entered into a decommissioning security loan agreement. To the extent escrow cash is required to implement a DRAG Security Replacement, Tulip shall provide a secured loan to Rhein Petroleum (the "**Decommissioning Security Loan**"). Pursuant to the terms of the Decommissioning Security Loan, Tulip has agreed to make available to Rhein Petroleum a term loan facility in an aggregate amount equal to the total of the following:

- the maximum amount of EUR 1,900,000 ("**Tranche A**"), before or at Admission;
- the maximum amount of EUR 250,000 ("**Tranche B**"), until 12 months following the Admission Date; and

- the amount equal to 37.5 per cent. of any tax claim Rhein Petroleum is required to pay arising from certain arrangements between Rhein Petroleum and Tulip (the "Tax Reimbursement Claim") ("**Tranche C**"), received on or before 31 December 2024; and
- the maximum amount of EUR that is equivalent to £1,000,000 calculated at the relevant exchange rate ("**Tranche D**")

## **Related Party Transaction**

The issue of the Director Subscription Shares to Mark Rollins, Larry Bottomley and Stephen Whyte, as set out above, is considered to be a related party transaction for the purposes of Rule 13 of the AIM Rules for Companies. Accordingly, the independent director, in respect of such issues, being Ross Warner, considers, having consulted with Strand Hanson Limited (the Company's Nominated Adviser), that the terms of such subscription are fair and reasonable insofar as the Company's shareholders are concerned.

## **City Code and Rule 9 Waiver**

The City Code applies to the Company and governs, among other things, transactions which may result in a change of control of a company to which the City Code applies. Following Admission, the City Code will continue to apply to the Company.

### **Rule 9 of the City Code**

The City Code applies to a company whose shares are admitted to trading on AIM if that company's registered office is in the United Kingdom, the Channel Islands or the Isle of Man. The Company is incorporated in the Isle of Man, the Existing Ordinary Shares are currently admitted to trading on AIM and application will be made for the Enlarged Share Capital to be re-admitted to trading on AIM. Accordingly, the City Code applies, and will continue to apply, to the Company.

Rule 9 of the City Code is designed to prevent the acquisition of control of a company to which the City Code applies, by any person, without a general cash offer being made to all shareholders of that company.

Under Rule 9 of the City Code ("Rule 9"), any person who acquires an interest in shares (as defined in the City Code), whether by a series of transactions over a period of time or not, which (taken together with any interest in shares held or acquired by persons acting in concert (as defined in the City Code) with him) in aggregate, carry 30 per cent. or more of the voting rights of a company which is subject to the City Code, that person is normally required by the Panel to make a general offer to all of the remaining shareholders to acquire their shares.

Similarly, Rule 9 of the City Code also provides that when any person, together with persons acting in concert with him, is interested in shares which in aggregate carry not less than 30 per cent. of the voting rights of such a company but does not hold shares carrying more than 50 per cent. of such voting rights, a general offer will normally be required if any further interests in shares carrying voting rights are acquired by any such person or person acting in concert with that person.

An offer under Rule 9 must be in cash, or be accompanied by a cash alternative, at the highest price paid by the person required to make the offer, or any person acting in concert with him, for any interest in shares of the company during the 12 months prior to the announcement of the offer.

However, where the obligation to make a mandatory offer under Rule 9 of the City Code might arise following an issue of new shares, the Takeover Panel will normally consent to a waiver of that obligation provided that, among other things, this is approved by a vote of independent shareholders, and a procedure compliant with that set out in Appendix 1 to the City Code is followed.

### **The Concert Party**

Under the City Code, a concert party arises where persons who, pursuant to an agreement or understanding (whether formal or informal), actively co-operate to obtain or consolidate control of that company or to frustrate the successful outcome of an offer for a company. Under the City Code control means an interest, or aggregate interest, in shares carrying 30 per cent. or more of the voting rights of the company, irrespective of whether the interest or interests give de facto control.



Under presumption 10 of the City Code's definition of acting in concert, shareholders in a private company who sell their shares in that company in consideration for the issue of new shares in a company to which the Code applies are presumed to be acting in concert.

Tulip and DRAG are the two shareholders of Rhein Petroleum which, following completion of the Acquisition at the time of Admission, will receive the Equity Consideration in the Company. However, the Company and the Takeover Panel have agreed that Tulip and DRAG should not be treated as acting in concert for the purposes of the City Code.

The City Code also applies a presumption that a company ("Y") will be acting in concert with another company ("Z") where one of the companies is interested, directly or indirectly, in 30 per cent. or more of the equity share capital in the other, together with any company which would be presumed to be acting in concert with either Y or Z under the presumption set out immediately below, all with each other.

In addition, the City Code applies a presumption that a company ("X") is acting in concert with any company which controls, is controlled by or is under the same control as X, all with each other.

The City Code also provides that a fund manager will be treated as having an interest in securities which it manages for a client on a discretionary basis.

Applying the presumptions above, Tulip, Northwharf Nominees (a member of the Barclays Group) together with other members of the Barclays Group and Stichting Pensioenfonds ABP together with members of its group are presumed to be acting in concert in relation to the Company.

Full details of the members of the Concert Party are set out in the Admission Document.

On Admission and following the completion of the Proposals, the members of the Concert Party will in aggregate, be interested in 4,445,172,797 Ordinary Shares, representing approximately 42.30 per cent. of the Enlarged Share Capital (on an undiluted basis).

The TOH Warrants operate as an anti-dilution mechanism to safeguard Tulip's interest in the Company and are exercisable by Tulip only if and to the extent that any Options or Warrants in existence on Completion are exercised by the holders thereof. Therefore, assuming that there are no other changes to the Company's current issued share capital, the interests of the members of the Concert Party will be maintained at that level and the TOH Warrants do not affect the maximum percentage holding of the Concert Party.

On Admission and following completion of the Proposals, the members of the Concert Party will, therefore be interested in Ordinary Shares carrying more than 30 per cent. of the voting rights of the Company but will not hold shares carrying more than 50 per cent. of the voting rights of the Company. For so long as the members of the Concert Party continue to be acting in concert, any increase in their aggregate interest in Ordinary Shares will be subject to the provisions of Rule 9.

### Maximum Controlling Position

On Admission and following completion of the Proposals, the members of the Concert Party will, in aggregate, be interested in 4,445,172,797 Ordinary Shares, representing approximately 42.30 per cent. of the Enlarged Share Capital (on an undiluted basis). The following table sets out the Concert Party's shareholdings in the Enlarged Group on Admission.

Concert Party Member	No. of Ordinary Shares in Enlarged Group on Admission	% of Enlarged Share Capital on Admission and maximum controlling position
Tulip Oil Holding B.V.	4,256,246,528	40.51*
Leo Koot	188,701,269	1.80*
Held within Barclays Bank plc and managed for clients on a discretionary basis	225,000	0.00*
<b>Total</b>		

### Waiver of Rule 9 of the City Code

However, the Company has applied to the Takeover Panel for a waiver of Rule 9 of the City Code in order to permit the issue of the TOH Consideration Shares and the TOH Subscription Shares and the exercise by Tulip of any TOH Warrants to occur without triggering an obligation on the part of the Concert Party to make a general offer to the Company's other shareholders and the Takeover Panel has agreed to grant the Rule 9 Waiver, subject to Independent Shareholders approving the Rule 9 Waiver Resolution on a poll.

The waiver to which the Takeover Panel has agreed under the Takeover Code will be invalidated if any purchases of shares in the Company are made by any member of the Concert Party, or any person acting in concert with it, in the period between the date of this document and the Extraordinary General Meeting.

The Takeover Panel has agreed to waive, conditional upon the approval by the Independent Shareholders of the Rule 9 Waiver Resolution on a poll, the obligation which would otherwise be imposed on the Concert Party under Rule 9 of the City Code to make a general offer for the Company as a result of the issue of the TOH Consideration Shares and the TOH Subscription Shares and the exercise of the TOH Warrants. Accordingly, Resolution 2 is being proposed at the Extraordinary General Meeting of the Company and will be taken on a poll. Only Independent Shareholders will be entitled to vote on Resolution 2.

## Admission, Settlement and Dealings

### Expected Timetable of Principal Events

Publication of the Admission Document	21 March 2023
Latest time and date for receipt of Forms of Proxy	9.00 a.m. (London time) on 3 April 2023
Extraordinary General Meeting	9.00 a.m. (London time) on 5 April 2023
Announcement of result of Extraordinary General Meeting	5 April 2023
Escrow Completion*	6 April 2023
Admission and commencement of dealings in the Enlarged Share Capital on AIM	11 April 2023
Completion of the Acquisition	11 April 2023
CREST accounts expected to be credited in respect of the Fundraise Shares in uncertified form	11 April 2023
Despatch of definitive share certificates in respect of the Fundraise Shares	By 14 April 2023

*Note: Each of the times and dates set out above and mentioned elsewhere in the document may be subject to change at the absolute discretion of the Company and Strand Hanson without further notice. All references are to London time unless otherwise stated. Temporary documents of title will not be issued.*

## Placing and Admission Statistics

Number of Existing Ordinary Shares in issue at the date of this announcement	1,527,613,961
Fundraise Price	0.11 pence
Enlarged Share Capital - Number of Ordinary Shares on Admission <sup>1</sup> :	10,507,679,620
Number of Fundraise Shares <sup>2</sup>	5,491,516,026
Number of Consideration Shares	3,488,549,633
Options outstanding as a percentage of the Enlarged Share Capital on Admission	7.94
Warrants outstanding as a percentage of the Enlarged Share Capital on Admission	17.85
Market capitalisation following Admission at the Fundraise Price	£11.56 million
Percentage of the Enlarged Share Capital not in public hands	63.56
Gross proceeds of the Fundraise	£6.04
Estimated net proceeds of the Fundraise <sup>3</sup>	£4.77 million
Trading symbol for the Ordinary Shares on AIM	BCE
ISIN of the Existing Ordinary Shares	IM00BKSCP798
SEDOL of the Existing Ordinary Shares	BKSCP79
Legal Entity Identifier	213800TZW0YUFZ5V63

(1) *This figure assumes that no Options or Warrants that are outstanding as at the date of this document are exercised between the date of this document and Admission.*

(2) *Including the Director Fee Shares and Adviser Fee Shares*

(3) *Including the value of the Director Fee Shares*

*The information contained within this announcement is deemed by the Company to constitute inside information as stipulated under the Market Abuse Regulation (EU) No. 596/2014 as it forms part of United Kingdom domestic law by virtue of the European (Withdrawal) Act 2018.*

Strand Hanson Limited ("**Strand Hanson**") is acting as Nominated and Financial Adviser to the Company and Tennyson Securities (the trading name of Shard Capital Partners LLP) ("**Tennyson Securities**") and Optiva Securities Limited ("**Optiva Securities**") are acting as joint Brokers to the Company.

### Additional information on the Proposed Directors

Further information on Mr Stewart MacDonald as required to be disclosed in accordance with Schedule 2 (g) of the AIM Rules for Companies:

Stewart MacDonald, aged 42, is or has been a director of the following companies or partnerships in the past five years:

<b>Current directorships/partnerships</b>	<b>Past directorships/partnerships (within the last 5 years)</b>
16 Charwood Place (Freehold) Limited	Rockhopper Exploration plc
South Atlantic Metals Limited	Malta Oil Pty Limited
Wallop Energy Limited	Rockhopper Mediterranean Limited
Natural Carbon Capital Limited	Melita Exploration Company Limited
Warrah Resources Limited	Rockhopper Civita Limited
	Rockhopper Egypt Pty Limited
	Rockhopper Italia SpA
	Rockhopper Exploration (Hydrocarbons) Limited
	Rockhopper Resources Limited
	Rockhopper Exploration (Petrochemicals) Limited
	Rockhopper Exploration (Oil) Limited (UK)
	Rockhopper Exploration (Oil) Limited (Falkland Islands)
	Rockhopper Croatia Limited
	Falkland Oil and Gas Limited
	Desire Petroleum Limited
	United Oil & Gas plc

Further information on Mr Leo Koot as required to be disclosed in accordance with Schedule 2 (g) of the AIM Rules for Companies:

Leo Koot, aged 60, is or has been a director of the following companies or partnerships in the past five years:

<b>Current directorships/partnerships</b>	<b>Past directorships/partnerships (within the last 5 years)</b>
LWK - Energy Consulting Unipessoal LDA	Colombus Energy Resources
Tulip Oil Holding BV	Afentra Plc (f.k.a. Sterling Energy Plc)
Rhein Petroleum GMBH	Bahamas Petroleum Company plc
MENA Gulf / Concordia Capital	Avanti Energy & Real Estate BV
	Compania Petrolifera de Sedano SLU

In lieu of a proportion of their proposed fees, Stewart and Leo agreed to take 33 per cent. of their proposed fees as Director Fee Shares for the 24 month period following Admission, calculated on the basis of the Fundraise Price.

## PDMR Disclosures

### Mark Rollins

1.	Details of the person discharging managerial responsibilities / person closely associated											
a.	Name	Mark Rollins										
2.	Reason for the notification											
a.	Position/status	Non-Executive Chairman										
b.	Initial notification/Amendment	Initial Notification										
3.	Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor											
a.	Name	Beacon Energy plc										
b.	LEI	213800TZW0YU7UFZ5V63										
4.	Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; and (iv) each place where transactions have been conducted											
a.	Description of the Financial instrument, type of instrument Identification code	Ordinary Shares of no par value M00BKSCP798										
b.	Nature of the transaction	Subscription for new Ordinary Shares Director Fee Shares in lieu of director fees										
c.	Price(s) and volume(s)	<table><tr><td>Type of Shares</td><td>Price/share</td><td>Volume (s)</td></tr><tr><td>Subscription Shares</td><td>0.11 pence</td><td>159,090,909</td></tr><tr><td>Director Fee Shares</td><td>0.11 pence</td><td>89,728,363</td></tr></table>		Type of Shares	Price/share	Volume (s)	Subscription Shares	0.11 pence	159,090,909	Director Fee Shares	0.11 pence	89,728,363
Type of Shares	Price/share	Volume (s)										
Subscription Shares	0.11 pence	159,090,909										
Director Fee Shares	0.11 pence	89,728,363										
d.	Aggregated information - Aggregated volume - Price	N/A										
e.	Date of the transactions	20 March 2023										
f.	Place of the transactions	London Stock Exchange's AIM Market										

### Larry Bottomley

1.	Details of the person discharging managerial responsibilities / person closely associated	
a.	Name	Larry Bottomley
2.	Reason for the notification	
a.	Position/status	Chief Executive Officer
b.	Initial notification/Amendment	Initial Notification
3.	Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor	
a.	Name	Beacon Energy plc
b.	LEI	213800TZW0YU7UFZ5V63

<b>4.</b>	<b>Details of the transaction(s): section to be repeated for (i) each type or instrument; (ii) each type of transaction; (iii) each date; and (iv) each place where transactions have been conducted</b>										
a.	Description of the Financial instrument, type of instrument Identification code	Ordinary Shares of no par value M00BKSCP798									
b.	Nature of the transaction	Subscription for new Ordinary Shares Director Fee Shares in lieu of director fees									
c.	Price(s) and volume(s)	<table border="1"> <thead> <tr> <th>Type of Shares</th><th>Price/share</th><th>Volume (s)</th></tr> </thead> <tbody> <tr> <td>Subscription Shares</td><td>0.11 pence</td><td>68,181,818</td></tr> <tr> <td>Director Fee Shares</td><td>0.11 pence</td><td>246,753,000</td></tr> </tbody> </table>	Type of Shares	Price/share	Volume (s)	Subscription Shares	0.11 pence	68,181,818	Director Fee Shares	0.11 pence	246,753,000
Type of Shares	Price/share	Volume (s)									
Subscription Shares	0.11 pence	68,181,818									
Director Fee Shares	0.11 pence	246,753,000									
d.	Aggregated information - <i>Aggregated volume</i> - <i>Price</i>	N/A									
e.	Date of the transactions	20 March 2023									
f.	Place of the transactions	London Stock Exchange's AIM Market									

#### Stephen Whyte

<b>1.</b>	<b>Details of the person discharging managerial responsibilities / person closely associated</b>										
a.	Name	Stephen Whyte									
<b>2.</b>	<b>Reason for the notification</b>										
a.	Position/status	Non-Executive Director									
b.	Initial notification/Amendment	Initial Notification									
<b>3.</b>	<b>Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor</b>										
a.	Name	Beacon Energy plc									
b.	LEI	213800TZWOYU7UFZ5V63									
<b>4.</b>	<b>Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; and (iv) each place where transactions have been conducted</b>										
a.	Description of the Financial instrument, type of instrument Identification code	Ordinary Shares of no par value M00BKSCP798									
b.	Nature of the transaction	Subscription for new Ordinary Shares Director Fee Shares in lieu of director fees									
c.	Price(s) and volume(s)	<table border="1"> <thead> <tr> <th>Type of Shares</th><th>Price/share</th><th>Volume (s)</th></tr> </thead> <tbody> <tr> <td>Subscription Shares</td><td>0.11 pence</td><td>22,727,272</td></tr> <tr> <td>Director Fee Shares</td><td>0.11 pence</td><td>29,610,360</td></tr> </tbody> </table>	Type of Shares	Price/share	Volume (s)	Subscription Shares	0.11 pence	22,727,272	Director Fee Shares	0.11 pence	29,610,360
Type of Shares	Price/share	Volume (s)									
Subscription Shares	0.11 pence	22,727,272									
Director Fee Shares	0.11 pence	29,610,360									
d.	Aggregated information - <i>Aggregated volume</i> - <i>Price</i>	N/A									
e.	Date of the transactions	20 March 2023									
f.	Place of the transactions	London Stock Exchange's AIM Market									

**Stewart MacDonald**

1.	Details of the person discharging managerial responsibilities / person closely associated											
a.	Name	Stewart MacDonald										
2.	Reason for the notification											
a.	Position/status	Proposed Chief Financial Officer										
b.	Initial notification/Amendment	Initial Notification										
3.	Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor											
a.	Name	Beacon Energy plc										
b.	LEI	213800TZW0YU7UFZ5V63										
4.	Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; and (iv) each place where transactions have been conducted											
a.	Description of the Financial instrument, type of instrument Identification code	Ordinary Shares of no par value  M00BKSCP798										
b.	Nature of the transaction	Subscription for new Ordinary Shares  Director Fee Shares in lieu of director fees										
c.	Price(s) and volume(s)	<table><tr><td>Type of Shares</td><td>Price/share</td><td>Volume (s)</td></tr><tr><td>Subscription Shares</td><td>0.11 pence</td><td>18,181,818</td></tr><tr><td>Director Fee Shares</td><td>0.11 pence</td><td>192,727,272</td></tr></table>		Type of Shares	Price/share	Volume (s)	Subscription Shares	0.11 pence	18,181,818	Director Fee Shares	0.11 pence	192,727,272
Type of Shares	Price/share	Volume (s)										
Subscription Shares	0.11 pence	18,181,818										
Director Fee Shares	0.11 pence	192,727,272										
d.	Aggregated information  - Aggregated volume  - Price	N/A										
e.	Date of the transactions	20 March 2023										
f.	Place of the transactions	London Stock Exchange's AIM Market										

**Leo Koot**

1.	Details of the person discharging managerial responsibilities / person closely associated	
a.	Name	Leo Koot
2.	Reason for the notification	
a.	Position/status	Proposed Non-Executive Director
b.	Initial notification/Amendment	Initial Notification
3.	Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor	
a.	Name	Beacon Energy plc
b.	LEI	213800TZWOYU7UFZ5V63
4.	Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; and (iv) each place where transactions have been conducted	
a.	Description of the Financial instrument, type of instrument Identification code	Ordinary Shares of no par value M00BKSCP798
b.	Nature of the transaction	Subscription for new Ordinary Shares Director Fee Shares in lieu of director fees
	Price(s) and volume(s)	

c.	Price(s) and volume(s)			
		Type of Shares	Price/share	Volume (s)
		Subscription Shares	0.11 pence	159,090,909
		Director Fee Shares	0.11 pence	29,610,360
d.	Aggregated information - <i>Aggregated volume</i> - <i>Price</i>	N/A		
e.	Date of the transactions	20 March 2023		
f.	Place of the transactions	London Stock Exchange's AIM Market		

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