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## RNS Announcement

15 January 2024

AIM: SYN

### GM - Notice of Meeting

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Synergia Energy Ltd (**Synergia Energy** or the **Company**) advises, further to its announcement on 5 December 2023, that its General Meeting will be held on Thursday, 15 February 2024 at 10am GMT / 6pm AWST (**Meeting**) at Vigo Consulting, Sackville House, 40 Piccadilly, London W1J 0DR, United Kingdom.

Attached is a copy of the Notice of Meeting and Proxy Form.

**For and on behalf of Synergia Energy Limited**

Anshu Raghuvanshi

Company Secretary

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**SYNERGIA ENERGY**  
**ACN 078 652 632**

### Notice of General Meeting

Thursday, 15 February 2024 at 10.00am London (GMT) 6.00pm Perth (AWST)

**Vigo Consulting**  
**Sackville House 40 Piccadilly London W1J 0DR, United Kingdom**

*Important: This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting. Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on 08 9485 3200. Notice of General Meeting*

**NOTICE IS HEREBY GIVEN** that a General Meeting of Shareholders of Synergia Energy Ltd (ABN 50 078 652 632) (**Company**) will be held at Vigo Consulting, Sackville House 40 Piccadilly London W1J 0DR on Thursday, 15 February 2024 at 10.00am (GMT) / 6.00pm (AWST) to conduct the business set out below.

**Voting Eligibility**

In accordance with regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), the Company has determined that the shareholding of each person for the purposes of determining entitlements to attend and vote at the General Meeting will be the entitlement of that person set out in the Company's register as at 4.00pm (AWST) on Tuesday, 13 February 2024. Accordingly, transactions registered after this time will be disregarded in determining entitlements to attend and vote at the General Meeting.

To vote in person, you must attend the Meeting at the time, date and place set out above.

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

**CREST - Depositary Interests**

Holders of Depositary Interests (**DI Holders**) are invited to attend the Meeting but are not entitled to vote at the Meeting. For their votes to be counted, DI Holders must either:

- submit a CREST Voting Instruction to the Company's agent in accordance with the instructions below; or
- complete, sign and return a Form of Instruction to the Depositary,

by **2pm GMT on 12 February 2024**. DI Holders who are CREST members and who wish to issue an instruction through the CREST electronic voting appointment service may do so by using the procedures described in the CREST Manual (available from <https://my.euroclear.com/euilegal.html>). 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 services provider(s), who will be able to take the appropriate action on their behalf.

In order for instructions made using the CREST service to be valid, the appropriate CREST message (a CREST Voting Instruction) must be properly authenticated in accordance with the specifications of Euroclear UK & International Limited (**EUI**) and must contain the information required for such instructions, as described in the CREST Manual.

The message, regardless of whether it relates to the voting instruction or to an amendment to the instruction given to the UK Depositary must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID 3RA50) no later than 2pm GMT on 12 February 2024. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the CREST Voting Instruction by the CREST applications host) from which the issuer's agent is able to retrieve the CREST Voting Instruction by enquiry to CREST in the manner prescribed by CREST.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the transmission of CREST Voting Instructions. It is the responsibility of each 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 the CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a CREST Voting Instruction is transmitted by means of the CREST service by any particular time. In this regard, 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 as invalid a CREST Voting Instruction in the circumstances set out in regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

Entitlement to vote and the number of votes which may be cast thereat will be determined by reference to the Depositary Interest Register at close of business on 9 February 2024. Changes to entries on the Depositary Interest Register after that time shall be disregarded.

Each vote on the business to be conducted at the Meeting will be conducted by way of a poll. As such, each Shareholder is entitled to one vote on

each resolution for each fully paid ordinary share in the Company held by such Shareholder.

## **Business of the Meeting**

### **Agenda**

#### **Resolution 1 - Ratification of issue of Placement Shares to clients of Novum Securities Limited**

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To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

*"That Shareholders ratify the issue of 1,375,000,000 new fully paid ordinary shares by the Company on the terms and conditions in the Explanatory Memorandum."*

A voting exclusion statement applies to this Resolution.

#### **Resolution 2 - Approval of issue of Placement Warrants to clients of Novum Securities Limited**

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To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

*"That Shareholders approve the issue of 1,375,000,000 unquoted warrants by the Company to subscribers of Placement Shares on the terms and conditions in the Explanatory Memorandum."*

A voting exclusion statement applies to this Resolution.

#### **Resolution 3 - Approval of issue of Fee Warrants to Novum Securities Limited**

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To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

*"That Shareholders approve the issue of 82,500,000 unquoted warrants by the Company to Novum Securities Limited on the terms and conditions in the Explanatory Memorandum."*

A voting exclusion statement applies to this Resolution.

### **Voting Exclusion for Resolutions 1-3:**

The Company will disregard any votes cast on the Resolution by person who might obtain a benefit (except a benefit solely in the capacity of a Shareholder) if the Resolution is passed, and any associate of those persons (as applicable). The Company need not disregard a vote if:

- a person as proxy or attorney for a person who is entitled to vote on the Resolution, votes in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, votes in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity votes on behalf of a beneficiary provided the following conditions are met
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
  - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Any beneficiary, not easily identifiable by the Company as a person to be excluded, should exclude themselves from voting on the relevant Resolution(s).

### **Other business**

In accordance with Section 250S(1) of the Corporations Act, Shareholders are invited to ask questions about or make comments on the management of the Company and to raise any other business which may lawfully be brought before the Meeting.

**By order of the Board**

## Explanatory Memorandum

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the General Meeting to be held at Vigo Consulting, Sackville House 40 Piccadilly London W1J 0DR on Thursday, **15 February 2024** at 10.00am (GMT) / 6.00pm (AWST).

This Explanatory Memorandum should be read in conjunction with the accompanying Notice of Meeting.

### Resolutions

#### **Resolution 1 - Ratification of issue of Placement Shares to clients of Novum Securities Limited**

On 5 December 2023, the Company announced it had arranged an equity capital raising with clients of Novum Securities Limited (Novum) of £1.1 million before expenses, through the issue of 1,375,000,000 new fully paid ordinary shares (Placement Shares) at GBP0.08 pence per share (Placement). The Placement was completed on 19 December 2023.

Resolution 1 seeks Shareholder approval for the ratification of the issue of 1,375,000,000 Placement Shares to subscribers, who were clients of Novum Securities Limited.

#### **Resolution 2 - Approval of offer of Placement Warrants to Placement Share Subscribers**

In addition, subscribers to the Placement were offered one free attaching unquoted warrant for every one Placement Share subscribed for, resulting in the issue of an aggregate of 1,375,000,000 unquoted warrants (Placement Warrants). The Placement Warrants are exercisable at GBP 0.14 pence per share on or before 31 December 2026.

Resolution 2 seeks Shareholder approval for the issue of 1,375,000,000 unquoted Placement Warrants to subscribers of the Placement.

#### **Resolution 3 - Approval of Fee Warrants to Novum Securities Limited**

The Placement is being conducted by Novum Securities Limited (Novum) as lead broker to the capital raising. In connection with the Placement, the Company agreed to issue 82,500,000 unquoted warrants to Novum, exercisable at GBP 0.14 pence on or before 31 December 2026 (Fee Warrants).

Resolution 3 seeks Shareholder approval for the issue of 82,500,000 quoted Fee Warrants to Novum.

### General Information

#### 1.1 General

The following information is provided to Shareholders in relation to the Resolutions:

(a) **Persons to whom the entity will issue the securities (if known) or basis upon which those persons will be identified or selected.**

Clients of Novum Securities Limited that are subscribers of Placement Shares.

(b) **Maximum number and class of securities entity issued**

1,375,000,000 fully paid ordinary shares

(c) **Placement details**

The Company arranged an equity capital raising with clients of Novum Securities Limited for £1.1 million before expenses, through the issue of 1,375,000,000 new fully paid ordinary shares (**Placement Shares**) at GBP0.08 pence per share (**Placement**).

(d) **Terms of the securities**

Placement Shares rank pari passu in all respects with existing shares.

(e) **Issue price of the securities**

- Placement Shares at GBP0.08 pence per share;
- Placement Warrants are exercisable at GBP 0.14 pence per share on or before 31 December 2026; and
- Fee Warrants are also exercisable at GBP 0.14 pence on or before 31 December 2026.

(f) **Purpose of the issue and intended use of the funds raised**

Funds raised from the Placement are intended to be applied to the Company's working capital base.

(g) A voting exclusion statement is included in the Notice.

#### **Additional information**

Resolutions 1-3 are ordinary resolutions. The Board unanimously recommends that Shareholders vote in favour of all Resolutions. The Chair intends to exercise all available proxies in favour of all Resolutions unless excluded.

#### **Glossary**

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Words which are defined in the Explanatory Memorandum have the same meaning when used in this Notice of Meeting unless the context requires otherwise. For assistance in considering the Notice of Meeting and Explanatory Memorandum, the following words are defined here:

**General Meeting or Meeting** means the general meeting of the Company convened under the Notice of Meeting.

**Article** means an article of the Constitution.

**AWST** means Australian Western Standard Time, being the time in Perth, Western Australia.

**Board** means the board of Directors of the Company.

**Chair** means the person appointed to chair the Meeting of the Company convened by the Notice.

**Company** means Synergia Energy Ltd (ACN 078 652 632).

**Constitution** means the constitution of the Company.

**Corporations Act** means the *Corporations Act 2001* (Cth).

**CREST** means the computerised settlement system (as defined in the *Uncertificated Securities Regulations 2001*) in the United Kingdom operated by Euroclear UK & International Limited which facilitates the transfer of title to shares in uncertificated form.

**CREST Manual** means the manual relating to CREST issued by Euroclear UK & International Limited.

**CREST Voting Instruction** means a message which is sent using CREST.

**Depository Interest** means an interest representing a Share, as issued by the UK Depository and which enables the holder to hold and settle transfers of Shares in CREST.

**DI Holders** means holders of a Depository Interests.

**Director** means a director of the Company from time to time.

**EUI** means Euroclear UK & International Limited.

**Explanatory Memorandum** means the explanatory memorandum accompanying this Notice of Meeting.

**Form of Instruction** is for holders of CREST Depository Interests.

**GMT** means Greenwich Mean Time.

**AIM Rules** mean the listing rules of the AIM Market, located in London, United Kingdom.

**Notice of Meeting or Notice** means this notice of general meeting.

**Ordinary Resolution** means a resolution passed by more than 50% of the votes cast by members entitled to vote on the resolution.

**Proxy Form** means the proxy form accompanying the Notice of Meeting.

**Resolution** means a resolution set out in the Notice of Meeting.

**Share** means a fully paid ordinary share in the capital of the Company.

**Shareholder** means a holder of a Share.

**UK Depository** means Computershare Investor Services Plc.

#### **Voting by Proxy**

A Proxy Form is enclosed with this Notice of Meeting.

Each member who is entitled to attend and cast a vote at the General Meeting may appoint a proxy. A proxy need not be a member.

A member who is entitled to cast 2 or more votes at the General Meeting may appoint either 1 or 2 proxies. If you wish to appoint 2 proxies you must use a separate proxy form for each proxy and indicate the percentage of your voting rights or the number of shares that each proxy is appointed in respect of, on the proxy forms. If you wish to appoint more than 1 proxy you should photocopy the enclosed proxy form or request an additional proxy form to be sent to you. Where a member appoints 2 proxies and does not specify the proportion or number of the member's votes, each proxy may exercise half of the member's rights.

An instrument appointing a proxy may not be treated as valid unless the instrument, and the power of attorney or other authority (if any) under which the instrument is signed or proof of the power or authority to the satisfaction of the Directors, is or are:

- **Online** At [www.investorvote.com.au](http://www.investorvote.com.au) (Control Number: 183557)
- **By mail** Share Registry - Computershare Investor Services Pty Limited, GPO Box 242, Melbourne VIC 3001
- **By fax** 1800 783 447 (within Australia) +61 3 9473 2555 (outside Australia)
- **By mobile** Scan the QR Code on your proxy form and follow the prompts
- **Custodian Voting** For Intermediary Online subscribers only (custodians) please visit [www.intermediaryonline.com](http://www.intermediaryonline.com) to submit your voting intentions

All proxy form must be lodged no later than by Tuesday, 13 February 2024 at 10:00am GMT/6:00pm AWST (or, in the case of any adjournment of the General Meeting, by no later than 48 hours before the time of the adjourned meeting), at which the person named in the instrument proposes to vote.

All forms of instruction must be lodged no later than 2pm GMT on 12 February 2024.

An instrument appointing a proxy must be in writing under the hand of the appointer or of the appointer's attorney duly authorised in writing or, if the appointer is a body corporate, either under its common seal if it has a common seal, or under the hand of an officer or duly authorised attorney or duly authorised representative.

A body corporate which is a Shareholder, or which has been appointed as a proxy, may appoint an individual to act as its representative at the General Meeting. The appointment must comply with section 250D of the Corporations Act. The representative should bring evidence of their appointment to the General Meeting, including authority under which their appointment is signed, unless previously given to the Company.

Shareholders and their proxies should be aware that

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

#### **Proxy vote if appointment specifies way to vote**

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, if it does:

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed); and
- if the proxy has 2 or more appointments that specify different ways to vote on the resolution, the proxy must not vote on a show of hands; and
- if the proxy is the Chair of the meeting at which the resolution is voted on, the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- if the proxy is not the chair, the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

If a proxy is also a Shareholder, section 250BB(1) does not affect the way that the person can cast any votes that hold as a Shareholder.

#### **Transfer of non-chair proxy to Chair in certain circumstances**

Section 250BC of the Corporations Act provides that, if:

- an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members; and
- the appointed proxy is not the chair of the meeting; and

- at the meeting, a poll is duly demanded on the resolution; and
- either of the following applies:
  - the proxy is not recorded as attending the meeting; or
  - the proxy does not vote on the resolution,

the chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

#### **Chair's voting intentions**

The Chair intends to exercise all available proxies in favour of all Resolutions unless the Shareholder has expressly indicated a different voting intention on the Proxy Form.

If the Chair is appointed as your proxy and you have not specified the way the Chair is to vote on Resolution 1 by signing and returning the Proxy Form, you are considered to have provided the Chair with an express authorisation for the Chair to vote the proxy in accordance with the Chair's intention, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel of the Company.

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