RNS Number: 7578Y Challenger Energy Group PLC 28 February 2025

28 February 2025

Challenger Energy Group PLC

("Challenger Energy" or the "Company")

Notice of Extraordinary General Meeting

Challenger Energy (AIM: CEG) announces that a notice convening an Extraordinary General Meeting ("EGM"), along with a circular (the "Circular") and proxy form, will be posted to the shareholders today.

The EGM is being convened for the purposes of approving the transaction entered into by the Company (as announced on 18 February 2025) for the sale of all of the Company's remaining business in Trinidad and Tobago (the "Transaction"). The Transaction constitutes a fundamental change of business pursuant to AIM Rule 15 and is therefore contingent upon obtaining the consent of the Company's shareholders.

The EGM is to be held at 10:00 GMT on 27 March 2025 at Challenger Energy Group PLC, The Engine Room, Alexandra Street, Castletown, Isle of Man IM9 1TG. The notice of EGM, Circular and proxy form are also now available on the Company's website https://www.cegplc.com/.

The full contents of the Chairman's Letter, as included in the Circular, is set in Appendix A below, and constitutes an integral part of this announcement. This includes relevant details of the Transaction, unaudited income statement and balance sheet to 31 December 2024 in respect of the assets being sold, which correspond to the entirety of the Company's revenue generating assets, and details of the operational and financial impacts of the Transaction on the Company.

The Board recommends that shareholders vote in favour of the resolution being proposed at the EGM. The Directors consider that the resolution is in the best interests of shareholders and unanimously recommend that shareholders vote in favour of the resolution as they intend to do in respect of their own beneficial holdings of 19,292,672 Ordinary Shares, representing 7.85% per cent. of the existing issued ordinary share capital of the Company.

The information communicated within this announcement is deemed to constitute inside information as stipulated under the Market Abuse Regulations (EU) No. 596/2014 as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018 ("MAR"), and is disclosed in accordance with the Company's obligations under Article 17 of MAR. Upon the publication of this announcement, this inside information is now considered to be in the public domain.

For further information, please contact:

Challenger Energy Group PLC Eytan Uliel, Chief Executive Officer	Tel: +44 (0) 1624 647 882
Zeus - Nomad and Joint Broker Simon Johnson/Antonio Bossi/Darshan Patel/George Duxberry	Tel: +44 (0) 20 3829 5000
Stifel - Joint Broker Ashton Clanfield / Callum Stewart / Simon Mensley	Tel: +44 (0) 20 7710 7600
Gneiss Energy Limited - Financial Adviser Jon Fitzpatrick / Paul Weidman / Doug Rycroft	Tel: +44 (0) 20 3983 9263
CAMARCO - Financial PR Billy Clegg / Georgia Edmonds / Emily Hall	Tel: +44 (0) 20 3757 4980
Jonathan Paterson - Investor Relations jonathan.paterson@harbor-access.com	Tel: +1 475 477 9401

APPENDIX A

LETTER FROM THE CHAIRMAN

CHALLENGER ENERGY GROUP PLC

(Incorporated in the Isle of Man under the Companies Acts 1931 to 2004 and with Company Number 123863C)

Registered Office: The Engine House Alexandra Street Castletown, Isle of Man, IM9 1TG.

lain McKendrick (Independent Non-Executive Chairman) Eytan Uliel (Chief Executive Officer) Stephen Bizzell (Independent Non-Executive Director) Robert Bose (Independent Non-Executive Director) Simon Potter (Independent Non-Executive Director)

Date: 28 February 2025

To Shareholders and, for information purposes only, warrant holders and option holders

Dear Shareholder

Proposed disposal of CEG Trinidad and Notice of Extraordinary General Meeting

1. Introduction

On 18 February 2025, the Company announced that it had entered into an agreement to sell 100% of a wholly-owned St. Lucia domiciled subsidiary company, CEG Trinidad, to Caribbean Rex. CEG Trinidadin turn holds various subsidiary entities (together the "CEG Trinidad Group") that collectively represent all of the Company's business, assets, undertakings and operations in Trinidad and Tobago. This Trinidad Disposal, if completed, would thus represent the complete exit of the Company from Trinidad and Tobago. Details of the Trinidad Disposal, including the consideration to be received, are set out in paragraph 4 (Details of the Trinidad Disposal) of this letter.

The CEG Trinidad Group represents a relatively small portion of the Company's overall balance sheet value, and is loss making, thus contributing no profit or surplus cashflow to the Company. The CEG Trinidad Group is also not core to the Company's current overall business strategy, which is to focus on its high-value Atlantic-margin exploration assets in Uruguay. However, due to the fact that the CEG Trinidad Group currently contributes 100% of the Company's total revenue, pursuant to AIM Rule 15, the Trinidad Disposal constitutes a fundamental change in business and thus is conditional, amongst other things, upon Shareholder approval. The purpose of this Circular is therefore to provide Shareholders with the details of, background to and reasons for the Trinidad Disposal, and to explain why the Directors believe it is in the best interests of the Company and its Shareholders as a whole for the Trinidad Disposal to proceed.

The action that you should take to vote on the Resolution, and the recommendation of the Board, are set out in paragraphs 9 (Action to be Taken) and 10 (Recommendation), respectively, of this letter.

In the event that the Resolution is not passed the Trinidad Disposal will not proceed, and the Company will continue for the immediate future to own and operate its business and assets in Trinidad and Tobago.

2. Information on the Company

Challenger Energy is an Atlantic-margin focused energy company, with a current high-impact position in Uruguay, where the Company holds two offshore exploration licences, totalling 19,000km2 (gross) and is partnered with Chevron on the AREA-OFF 1 block. Challenger Energy is quoted on the AIM market of the London Stock Exchange.

Additional information is available on the Company's website: https://www.cegplc.com

3. Rationale for the Trinidad Disposal

The Company acquired the CEG Trinidad Group as a consequence of the merger of the Company with Columbus Energy Resources PLC, in August 2020. Following the merger, the Company's primary objective was to increase production and thereby achieve profitability and cashflow generation from operations in Trinidad and Tobago, at least sufficient to fund the fixed overhead costs of Challenger Energy as a whole. The Company believed that achieving this level of cash flow generation from the CEG Trinidad Group would be possible from a combination of drilling new wells, maximising performance of existing wells, and implementing improved operational methods across the various oilfields operated by the CEG Trinidad Group.

In 2021, the Saffron-2 well was drilled in the Bonasse licence, but this well did not achieve expectations of a sustained increase in overall production levels. In 2021 and 2022, the CEG Trinidad Group also sought to initiate various enhanced oil recovery programs on its various fields, supplemented by investment in additional field equipment, as well as management changes. Again, however, these initiatives did not achieve expectation.

Thus, by the end of 2022, the Company had come to the view that materially increased production (and hence income) from the assets of the CEG Trinidad Group would not be possible without considerable additional capital investment, given the age and technical limitations of the fields. As a result, the Company shifted its strategy for Trinidad and Tobago, with a view to the CEG Trinidad Group streamlining operations by divesting non-core assets and achieving cashflow breakeven from core assets retained.

In accordance with this revised strategy, in 2023 and 2024 the Company sold various non-core assets in Trinidad and Tobago, being the South Erin, Cory Moruga, and Bonasse assets, in the process generating cash and reducing liabilities, commitments, and administrative burdens. This also allowed CEG Trinidad Group operations to be fully focused on the remaining core assets - the Goudron, Inniss-Trinity and Icacos fields - with the result being more stable production levels, and significantly reduced costs. However, lower realised oil prices in the period offset efficiency gains, and the need for ongoing ad-hoc capital investment means that the CEG Trinidad Group has continued to generate overall losses, notwithstanding, in general terms, operational cashflow breakeven performance (and which financial performance necessitated a significant write-down of the value of the assets of the CEG Trinidad Group in 2023).

More significantly, despite considerable efforts through 2023 and 2024, the Company has been unable to identify a viable path to achieve scale and profitability for the CEG Trinidad Group, and thus the CEG Trinidad's operations are not generating any surplus cash for Challenger Energy as a whole, and are unlikely to do so in the future.

In parallel, since mid-2020 the Company has established a significant business presence in Uruguay, holding interests in two large offshore exploration blocks of high quality, in what is a rapidly emerging global exploration "hotspot". The Company has enjoyed considerable success in Uruguay in the past several years, including most recently farming out of one of its blocks to Chevron, on attractive terms. As a result, Uruguay has become the core strategic focus for the Company, and is where the Company believes that it will be able to generate significant value for shareholders over the coming 12-24 months period.

Given the above, the Company considers that continued ownership of the CEG Trinidad Group no longer aligns with its strategic objectives.. Continued ownership of the CEG Trinidad Group will require significant commitment of management time and resource, when that time and resource could be better applied toward the Company's assets in Uruguay which the Board believes represent greater potential for value creation. Additionally, the generally breakeven status of the CEG Trinidad Group means that the Company is exposed to near-term adverse operational outcomes (for example, adverse movement in oil price) which could necessitate the need to provide operating cash support to CEG Trinidad. Furthermore, the longer-term maintenance of the underlying licences on which the CEG Trinidad Group depends will, in due course, require additional capital investment to meet work program commitments.

By contrast, sale of the CEG Trinidad Group will free up Company resources to focus more fully on activities and opportunities in Uruguay, where the opportunity for near-term value creation is considered to be significantly greater,

and on other business development opportunities that may arise. The sale of the CEG firmidad Group will also realise some cost savings for the Company as a whole, and will facilitate the release of working capital which will bolster the Company's financial position and which, longer term, the Company believes can be deployed elsewhere with much greater potential for return.

4. Details of CEG Trinidad and the CEG Trinidad Group

CEG Trinidad is a St. Lucia domiciled entity, 100% owned by the Company. CEG Trinidad is the parent company of the CEG Trinidad Group, which consists of the following entities:

Company	Country of registration	Proportion held	Nature of business
CEG Icacos Trinidad Ltd	Trinidad and Tobago	100%	This entity has a 100% interest in and operates the Icacos production field in Trinidad, under a licence from the Trinidad Ministry of Mining and Energy Industries
CEG Management Services Trinidad Ltd	Trinidad and Tobago	100%	This entity is a service company that holds various physical assets used in the operations of the CEG Trinidad Group, and employees various personnel providing services to the CEG Trinidad Group
CEG Goudron Trinidad Ltd	Trinidad and Tobago	100%	This entity has a 100% interest in and operates the Goudron production field in Trinidad, under an enhanced production sharing contract with Heritage
Steeldrum Oil Company Inc	St. Lucia	100%	A dormant holding company that is part of the CEG Trinidad Group
Steeldrum Petroleum Group Ltd	Trinidad and Tobago	100%	A dormant holding company that is part of the CEG Trinidad Group
CEG Inniss-Trinity Trinidad Ltd	Trinidad and Tobago	100%	This entity has a 100% interest in and operates the Inniss-Trinity production field in Trinidad, under an enhanced production sharing contract with Heritage
CEG Well Services Trinidad Ltd	Trinidad and Tobago	100%	This entity is a service company that holds various physical assets used in the operations of the CEG Trinidad Group, and employees various personnel providing services to the CEG Trinidad Group

In aggregate, CEG Trinidad and the various subsidiary entities comprising the CEG Trinidad Group represent the entirety of the Company's assets, operations and undertakings in Trinidad and Tobago. Thus, in selling CEG Trinidad, the Company will effectively be selling the entirety of its business in Trinidad and Tobago, completely exiting from all operations in that country.

At 30 June 2024 and at 31 December 2024, the combined (unaudited) net assets (excluding intercompany balances) of the CEG Trinidad Group were:

	(Unaudited)	(Unaudited)
Assets	At 31 June 2024	At 31 December
Assets	000's	2024
		000's
Cash and cash equivalents	301	261
Restricted cash	318	292
Trade and other receivables	2,356	2,486
Inventories	240	148
Tangible assets*	8,798	8,250
Intangible exploration and evaluation assets*	387	374
Abandonment fund	1,631	1,655
Deferred Tax Asset	4,112	3,770
Total assets	18,143	17,236
Liabilities		
Trade and other payables	(5,669)	(5,686)
Provisions	(2,509)	(2,474)
Deferred tax liability	(4,173)	(3,815)
Total liabilities	(12,351)	(11,975)
Total net assets	5,792	5,261

^{*}Following completion of the Trinidad Disposal there is likely to be an impairment of the carrying values of the CEG Trinidad Group - this adjustment and any related tax effects will be reflected in the year end Audited Financial Statements.

The combined (unaudited) results (excluding intercompany balances) of the CEG Trinidad Group (including all subsidiary entities of CEG Trinidad) for the half year to 30 June 2024 and the full year ended 31 December 2024 were:

		(Unaudited)
	(Unaudited)	Full year to
	Halfyear to	31 December
come statement	20 June 2024	2024

Inc

	30 Julie 2024	2024	
	000's	000's	
Net petroleum revenue	1,821	3,454	
Cost of sales	(1,865)	(3,622)	
Gross loss	(44)	(168)	
Administration expenses	(858)	(1,674)	
Operating foreign exchange (losses)/gains	362	566	
Operating loss	(540)	(1,276)	
Finance costs	(59)	(22)	
Otherincome	20	73	
Loss before taxation	(579)	(1,225)	
Income taxes	10	25	
Net loss	(569)	(1,200)	
	-		

5. Details of the Trinidad Disposal

The Company has entered into a share purchase agreement whereby the Company has conditionally agreed to sell its 100% equity interest in CFG Trinidad

The purchaser is Caribbean Rex - an entity jointly owned 51% by T-Rex Resources (a wholly owned subsidiary of POGH), and 49% by WIEGL, a Trinidadian company active in the domestic oil industry.

The consideration for the Trinidad Disposal represents a total transaction value to the Company of 6 million, as follows:

- an initial deposit of 250,000 already satisfied via the issuance to the Company of approximately 4.4 million POGH Shares;
- 750,000 payable on completion of the Trinidad Disposal 250,000 in cash and 500,000 via the issuance of POGH Shares (the number of POGH Shares issuable to be determined based on the prevailing exchange rate and market price of POGH Shares at the time of completion of the Trinidad Disposal);
- A deferred unconditional consideration payment of 750,000 in aggregate, payable in cash, in three instalments of 250,000, on each of 31
 December 2025, 2026 and 2027; and
- the assumption by WIEGL of all liabilities, provisions and potential exposures of CEG Trinidad and the CEG Trinidad Group, which for the purposes of the share purchase agreement were valued at 4.25 million.

As part of the agreed consideration for the sale of CEG Trinidad, the Company may also receive an additional contingent payment of up to 2 million. This contingent consideration is calculated as 2 per barrel of production where production during the period to 31 December 2027 exceeds 750 barrels of oil per day, once the capital costs incurred by Caribbean Rex in increasing production over this threshold is first recovered. The conditional contingent payment is capped at 2 million.

Given that the CEG Trinidad Group currently contributes 100% of the Company's present revenue (and notwithstanding that CEG Trinidad Group represents a relatively small portion of the Company's overall balance sheet value, and is loss making, thus contributing no profit or surplus cashflow to the Company) in accordance with the AIM Rules the Trinidad Disposal constitutes a fundamental change of business, and thus prior approval of Shareholders for the Trinidad Disposal is required. In addition, given that the Trinidad Disposal will result in an indirect change of ownership interests in the underlying Trinidadian enhanced production sharing contracts held by the CEG Trinidad Group, the purchaser also wishes to obtain approval from Heritage as a condition precedent to complete the Trinidad Disposal. Completion of the Trinidad Disposal is thus conditional on both of these approvals being obtained by 30 April 2025 (or such later date as the parties may agree). If the Trinidad Disposal does not complete for failure of the Heritage approval condition, the deposit paid by Caribbean Rex will be forfeited and retained by the Company. If the transaction does not complete because the Resolution is not passed by the Shareholders of the Company, the deposit paid by Caribbean Rex must be refunded (either, as the Company may elect, by the Company transferring the POGH Shares comprising the deposit to such party as Caribbean Rex nominates, or by the Company paying a cash amount of 250,000 to Caribbean Rex). No other approvals are required, and all parties are confident that both required approvals will be secured within the agreed timeline to enable completion of the Trinidad Disposal.

The Company has provided a limited set of warranties under the share purchase agreement, but in essence the share purchase agreement reflects an "as is" transaction where the purchaser relies on its own due diligence, and thus post-sale the Company has no further exposure to any benefits, risks, assets or liabilities associated with the CEG Trinidad Group, save for the potential to receive contingent consideration driven by increased production levels post disposal as detailed above. The share purchase agreement also includes customary provisions for the operation of the CEG Trinidad Group by the Company in the period pending completion, as well as an agreed handover period after completion to enable the orderly transition of the CEG Trinidad Group to new ownership. As part of this orderly transition, the CEG Trinidad Group will effect changes to ensure that the use of the name "Challenger Energy" in association with all activities in Trinidad and Tobago ceases.

6. Effects of the Trinidad Disposal

A. Operational Effects

CEG Trinidad is the parent company of the CEG Trinidad Group, which holds all of the Company's assets, operations and undertakings in Trinidad and Tobago. Therefore, in selling CEG Trinidad, the Company will effectively be selling the CEG Trinidad Group, and thus selling the entirety of its business in Trinidad and Tobago.

The principal operational effects of the Trinidad Disposal would be:

- Sale of the CEG Trinidad Group will free up Company resources to focus more fully on activities and opportunities in Uruguay, which is
 the Company's current strategic focus given that the Company considers the opportunity for near-term value creation in Uruguay to
 be significantly greater.
- Employees of the CEG Trinidad Group will cease to be employees within the broader Challenger Energy group of companies. This would
 reduce the Company's overall total workforce from approximately 65 full-time employees to five. Given that all relevant employees
 work full-time in support of the CEG Trinidad Group and provide no service to the wider operations of the Company, it is not expected
 that this will have any impact on the Company's ongoing operations, or the Company's ability to conduct effective operations in
 Uruguay.
- The CEG Trinidad Group operates as a "standalone" business unit, and thus the Trinidad Disposal will not have an effect on any of the
 Company's non-Trinidadian operations. Indeed, at a corporate level the Company provides a number of support functions to the CEG
 Trinidad Group (for example, IT, group-wide accounting and audit, coverage under group-wide energy/well control insurance and
 other ad-hoc support). The Trinidad Disposal will mean that the Company is no longer required to provide these support functions,
 and will benefit from a reduction in associated costs (which the Company estimates could amount to approximately 100,000 per

B. Financial Effects

The principal financial effects on the Company of the Trinidad Disposal will be as follows:

• Loss of revenue: the CEG Trinidad Group generated approximately 3.5 million of net revenues (unaudited) in the 12 months to 31

December 2024, which represented 100% of the Company's revenue in that period. The Trinidad Disposal will result in the loss of this revenue. (At the same time, all costs and expenses associated with generating revenue will also no longer be reflected in the Company's financial statements).

 $Elimination\ of\ accounting\ loss\ attributable\ to\ the\ CEG\ Trinidad\ Group: for\ reference, for\ the\ 12\ months\ to\ 31\ December\ 2024, the\ CEG\ Trinidad\ Group: for\ reference, for\ the\ 12\ months\ to\ 31\ December\ 2024, the\ CEG\ Trinidad\ Group: for\ reference, for\ the\ 12\ months\ to\ 31\ December\ 2024, the\ CEG\ Trinidad\ Group: for\ reference, for\ the\ 12\ months\ to\ 31\ December\ 2024, the\ CEG\ Trinidad\ Group: for\ reference, for\ the\ 12\ months\ to\ 31\ December\ 2024, the\ CEG\ Trinidad\ Group: for\ reference, for\ the\ 12\ months\ to\ 31\ December\ 2024, the\ CEG\ Trinidad\ Group: for\ reference, for\ the\ 12\ months\ to\ 31\ December\ 2024, the\ CEG\ Trinidad\ Group: for\ reference, for\ the\ 12\ months\ to\ 31\ December\ 2024, the\ CEG\ Trinidad\ Group: for\ reference, for\ the\ 12\ months\ to\ 31\ December\ 2024, the\ CEG\ Trinidad\ Group: for\ reference, for\ the\ 12\ months\ to\ 31\ December\ 2024, the\ CEG\ Trinidad\ Group: for\ reference, for\ the\ 12\ months\ to\ 31\ December\ 2024, the\ CEG\ Trinidad\ Group: for\ reference, for\ the\ 12\ months\ to\ 31\ December\ 2024, the\ CEG\ Trinidad\ Group: for\ reference, for\ the\ 12\ months\ to\ 31\ December\ 2024, the\ CEG\ Trinidad\ Group: for\ reference, for\ the\ 12\ months\ the\$ Trinidad Group made a loss of approximately 1.2 million (unaudited).

Loss on disposal: Based on the total net assets of the CEG Trinidad Group and the consideration to be received from the Trinidad Disposal, the Company expects that an accounting loss on disposal will arise, indicatively as follows:

Assets	(Unaudited)
	000's
Total net assets (refer to table in paragraph 4 for details)	5,261
Consideration to be received in cash	250
Consideration to be received in POGH Shares*	750
Deferred consideration**	750
Total consideration received	1,750
Potential loss on disposal	(3,511)

Reduction in balance sheet value: Based on the Company's unaudited balance sheet at 31 December 2024, the impact of the Trinidad Disposal in relation to the Company's balance sheet will be a reduction in total net assets of approximately 3.5m, or approximately 3%, as follows:

	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
Assets	Company	CEG Trinidad Group disposal	Proceeds from disposal	Pro forma balance sheet
	000's	000's	000's	000's
Cash and cash equivalents*	9,733**	(553)	250***	9,430
Trade and other receivables	3,346	(2,486)	1,500***	2,360
Inventories	148	(148)	-	-
Tangible assets	8,559	(8,250)	-	309
Intangible exploration and evaluation assets	94,766	(374)	-	94,392
Abandonment fund	1,655	(1,655)	-	-
Deferred Tax Asset	3,770	(3,770)	-	-
Total assets	121,977	(17,236)	1,750	106,491
Liabilities				
Trade and other payables	(7,392)	5,686	-	(1,706)
Provisions	(4,805)	2,474	-	(2,331)
Deferred tax liability	(3,815)	3,815	-	-
Total liabilities	(16,012)	11,975	-	(4,037)
Total net assets	105,965	(5,261)	1,750	102,454
	-			-

*Includes 1m of cash held in restricted accounts in support of work program guarantees (total Group pre-disposal, of which 292K is in respect of the CEG Trinidad Group).

**Cash balance at 31 December 2024 reflects receipt of 12.5 million from completion of the Chevron farmout, less settlement of fees and expenses arising from the farmout to Chevron, expenditure by the Company on work program activities on its assets in Uruguay in the period since June 2024, and regular corporate overhead.

***This pro-forma includes the proceeds from the Trinidad Disposal as at completion of the Trinidad Disposal (1 million - including 250K in cash and 750K in POGH Shares) plus the nted value of the deferred consideration from the Trinidad Disposal (750,000 which will be received in three instalments in each of December 2025, 2026 and 2027)

Simplification of the Company's balance sheet: As evident in the above table, the Trinidad Disposal will see the removal from the Company's balance sheet of a number of items specific to active field operations, including inventory, a substantial portion of the Company's overall trade receivables and trade payables, a substantial portion of the Company's property plant and equipment, $abandonment fund \ assets \ and \ decommissioning \ provisions, \ and \ all \ deferred \ tax \ assets \ and \ deferred \ tax \ liabilities.$

Application of proceeds from the Trinidad Disposal

The cash proceeds from the Trinidad Disposal will be applied towards the Company's general working capital needs. These include costs associated with the ongoing development of the OFF-1 and OFF-3 licences in Uruguay, general corporate overhead, and any new business opportunities which may arise over the course of 2025 and beyond.

In respect of POGH Shares received as part of the consideration for the Trinidad Disposal, the Company intends to liquidate those shares for cash, but in an orderly fashion and at a time of the Company's choosing. POGH Shares are traded on the main market of the London Stock Exchange. The Company has a significant cash surplus, and therefore has no immediate need for the cash proceeds from the sale of any POGH Shares, and thus intends to manage any sale of POGH Shares, and the timing of any such sale, in a manner that maximises the eventual receipt.

Extraordinary General Meeting

^{*}Cash realised on disposal of any POGH Shares may be more or less than 750,000
**Excludes contingent consideration of up to 2 million, as detailed in section 5 of this letter. Amounts shown above are undiscounted

General Meeting and accordingly the Company is now convening an Extraordinary GeneralMeeting to be held at The Engine House, Alexandra Road, Castletown, Isle of Man IM9 1TGor 10.00 a.m. on 27 March 2025 to consider and, if thought fit, pass the Resolution.

The Resolution must be passed either (i) on a show of hands by a simple majority of those Shareholders present in person or by proxy and voting or (ii) on a poll by those Shareholders (present in person or by proxy and voting), holding a simple majority of the Ordinary Shares voted, in each case, at the Extraordinary General Meeting.

The Resolution, if passed, will approve the Trinidad Disposal for the purposes of Rule 15 of the AIM Rules.

The Company specifies that only those members registered on the Company's register of members at the Record Date (or, if the Extraordinary General Meeting is adjourned, at close of trading on the day two days prior to the adjourned meeting) shall be entitled to attend and vote at the Extraordinary General Meeting.

Action to be taken

Shareholders will find enclosed with this Circular a Form of Proxy for use at the Extraordinary General Meeting. Whether or not Shareholders intend to be present at the meeting, Shareholders are requested to complete and return the Form of Proxy in accordance with the instructions printed thereon in the envelope provided so that it arrives at the Company's registrars, MUFG Corporate Markets as soon as possible and in any event so as to be received by post or by hand (during normal business hours only) not later than 10:00 a.m. on 25 March 2025. Completion and return of the Form of Proxy will not prevent Shareholders from attending and voting at the meeting should they so wish.

Alternatively, you can submit a proxy vote online via the Investor Centre app or by accessing via a web browser at uk.investorcentre.mpms.mufg.com. To be effective, the proxy vote must be submitted so as to have been received by the Company's registrars no later than 10.00 a.m. on 25 March 2025.

CREST members who wish to appoint a proxy or proxies through the CREST electroniappointment service may do so for the Extraordinary General Meeting by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed (a) voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf. In order to be valid, the appropriate CREST message (a CREST Proxy Instructio)must be transmitted so as to be received by the Company's agent (ID: RA10) by no later than 10.00 a.m. on 25 March 2025.

10. Recommendation

The Directors consider that the Resolution is in the best interests of Shareholders and unanimously recommend that Shareholders vote in favour of the Resolution as they intend to do in respect of their own beneficial holdings of 19,292,672 Ordinary Shares, representing 7.85% per cent. of the existing issued ordinary share capital of the Company.

If you are in any doubt as to any aspect of the proposals referred to in this Circular or as to the action you should take in respect of them, you should seek your own independent advice from your stockbroker, bank manager, solicitor, accountant or other professional adviser duly authorised under the FSMA if you are in the United Kingdom, or another appropriately authorised independent adviser if you are in a territory outside the United Kingdom.

Yours sincerely

lain McKendrick

Independent Non-Executive Chairman

Notes to Editors

Challenger Energy is an Atlantic-margin focused energy company, with a current high-impact position in Uruguay, where the Company holds two offshore exploration licences, totalling 19,000km² (gross) and is partnered with Chevron on the AREA-OFF 1 block. Challenger Energy is quoted on the AIM market of the London Stock Exchange.

https://www.cegplc.com

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