

Europa Oil & Gas (Holdings) plc / Index: AIM / Epic: EOG / Sector: Oil & Gas

8 December 2025

Europa Oil & Gas (Holdings) plc
("Europa" or the "Company")

Notice of AGM

Europa Oil & Gas (Holdings) plc, the AIM traded West Africa, UK and Ireland focused oil and gas exploration, development, and production company, announces that on Friday 5 December 2025 it sent Notice of an Annual General Meeting (the "AGM") by mail to shareholders who have elected to receive a hard copy.

Notice is given that the AGM will be held at The Hellenic Centre, 16-18 Paddington Street, London W1U 5AS at 1.00 p.m. (UK time) on Tuesday, 30 December 2025. All shareholders are invited to participate in the poll.

Copies of these documents are available from the Europa website at www.europaoil.com. The Resolutions from the Notice of AGM are included below.

Due to the extended accounting period the next full annual report will be for the 17-month period ending 31 December 2025. Consequently, the Company is not proposing a resolution to adopt and receive the Company's Annual Report and Accounts at the AGM.

Shareholders are encouraged to vote in advance of the AGM with votes cast by poll/proxy card or letters of representation from nominee account holders. In order to vote by proxy, please use the Form of Proxy which has been posted to you or can be found on the website. Please use the Form of Proxy in accordance with the instructions printed on it and return it to the Company's registrar, Computershare Investor Services plc at The Pavilions, Bridgwater Road, Bristol, BS99 6ZY, as soon as possible and, in any event, so as to be received by no later than 1.00 p.m. on Wednesday, 24 December 2024. You are strongly advised to appoint the Chair of the meeting as your proxy to ensure that your vote is counted.

Ordinary Resolutions:

1. THAT the auditors of the Company, PKF Littlejohn LLP, be re-appointed to hold office until the conclusion of the next AGM at which the accounts are laid before the Company.
2. THAT the Audit Committee of the board of directors of the Company be authorised to determine the remuneration of the Company's auditors.
3. THAT Mr. Bo Kroll who retires in accordance with the Articles of Association of the Company (the "Articles") be re-elected as a director of the Company.
4. THAT Mr. Simon Ashby-Rudd who retires in accordance with the Articles be re-elected as a director of the Company.
5. THAT Dr. Eleanor Rowley who retires in accordance with the Articles be re-elected as a director of the Company.
6. THAT the directors be and they are hereby generally and unconditionally authorised (in substitution for all subsisting authorities to the extent unused, with the exception of any authority granted pursuant to Resolutions 9 or 10) pursuant to and in accordance with section 551 of the Companies Act 2006 (the "Act") to allot new ordinary shares in the Company ("Ordinary Shares") or grant rights to subscribe for or to convert any securities into new Ordinary Shares ("Rights") up to an aggregate nominal amount of £1,918,368 for a period expiring

(unless previously renewed, varied or revoked by the Company in general meeting) at the conclusion of the next annual general meeting of the Company or 15 months after the passing of this Resolution (whichever is earlier) except that the directors may, before the expiry of such period, make an offer or agreement which would or might require new Ordinary Shares to be allotted or Rights to be granted after the expiry of such period, and the directors may allot new Ordinary Shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this Resolution has expired.

Special Resolutions:

7. THAT, subject to the passing of Resolution 6, the directors be and are hereby generally and unconditionally empowered in accordance with sections 570 and 573 of the Act to allot equity securities (as defined in section 560 of the Act) for cash, pursuant to the authority conferred on them by Resolution 6 or by way of the sale of treasury shares, as if section 561 of the Act did not apply to any such allotment provided that this power shall operate in substitution for and to the exclusion of any previous authority given to the directors pursuant to sections 570 or 573 of the Act to the extent unused and be limited to the allotment (otherwise than pursuant to Resolution 6) of equity securities up to an aggregate nominal amount of £1,918,368 (such amount to be reduced by the nominal amount of any equity securities allotted under Resolution 8 below) in connection with an offer in favour of holders of ordinary shares in the capital of the Company in proportion (as nearly as may be) to their existing holdings of Ordinary Shares as at the record date of such allotment but subject only to such exclusions or other arrangements as the directors deem necessary or expedient in relation to fractional entitlements or any legal or practical problems under the laws of, or the requirements of any recognised regulatory body or stock exchange in any territory.

The authority granted by this Resolution 7 shall expire on whichever is earlier of the conclusion of the Company's next annual general meeting following the passing of this Resolution and the date which is 15 months from the date of the passing of this Resolution unless such authority is renewed, varied or revoked by the Company in general meeting, save that the Company may prior to such expiry make any offer or agreement which would or might require equity securities to be allotted or granted after the expiry of the said period and the directors may allot such equity securities in pursuance of any such offer or agreement as if the authority hereby conferred had not expired.

8. THAT, subject to the passing of Resolution 6, the directors be and are hereby generally and unconditionally empowered in accordance with sections 570 and 573 of the Act to allot equity securities (as defined in section 560 of the Act) for cash, pursuant to the authority conferred on them by Resolution 8 or by way of the sale of treasury shares, as if section 561 of the Act did not apply to any such allotment provided that this power shall operate in substitution for and to the exclusion of any previous authority given to the directors pursuant to sections 570 or 573 of the Act to the extent unused and be limited to the allotment (otherwise than pursuant to Resolution 7) of equity securities for cash up to an aggregate nominal amount of £1,918,368 (such amount to be reduced by the nominal amount of any equity securities allotted under Resolution 7 above).

The authority granted by this Resolution 8 shall expire on whichever is earlier of the conclusion of the Company's next annual general meeting following the passing of this Resolution and the date which is 15 months from the date of the passing of this Resolution unless such authority is renewed, varied or revoked by the Company in general meeting, save that the Company may prior to such expiry make any offer or agreement which would or might require equity securities to be allotted or granted after the expiry of the said period and the directors may allot such equity securities in pursuance of any such offer or agreement as if the authority hereby conferred had not expired.

9. THAT the directors be and they are hereby generally and unconditionally authorized (in addition to any subsisting authorities to the extent unused) pursuant to and in accordance with sections 551 and 570 of the Act to allot 7,803,546 new Ordinary Shares, as if section 561 of the Act did not apply to any such allotment, to Mr. Bo Kroll in accordance with his remuneration agreement with the Company which provides that the Company may issue shares to him in lieu of a cash salary payment.

10. THAT the directors be and they are hereby generally and unconditionally authorized (in addition to any subsisting authorities to the extent unused) pursuant to and in accordance with sections 551 and 570 of the Act to allot 4,053,083 new Ordinary Shares, as if section 561 of the Act did not apply to any such allotment, to Mr. William Holland in lieu of a cash bonus as recommended by the Company's Remuneration Committee.

11. THAT, with immediate effect, the articles of association of the Company be amended as follows:

by deleting the existing Article 59 and inserting the following new article as Article 59, together with the following new Article 59A, in its place:

59 The Directors may convene a general meeting whenever they think fit and in accordance with the Companies Acts. A general meeting shall also be convened on a members' requisition, or in default may be convened by the requisitionists, as provided by sections 303-305 of the CA 2006. A general meeting may be convened and held in any manner permitted by these Articles; however, nothing in these Articles authorises or allows a general meeting to be held exclusively by means of an electronic facility. At any meeting convened on a members' requisition or by the requisitionists no business shall be transacted except that stated by the requisition or proposed by the Directors. If there are not within the United Kingdom sufficient Directors capable of acting to form a quorum, any Director or any two members of the Company may convene a general meeting in the same manner as nearly as possible as that in which meetings may be convened by the Directors.

59A The Board can make whatever arrangements it thinks fit to allow those entitled to do so to attend and participate in any general meeting, including by means of an electronic facility, and any reference in these Articles to a member's or proxy's attendance in person shall be construed accordingly notwithstanding that they might not be in a place where others are physically attending. Attendance by means of an electronic facility shall be possible whether the notice convening the meeting contains instructions for participation by an electronic facility or the Board resolves after the notice has been given that participation by means of an electronic facility is permitted. Where attendance by electronic facility is enabled, the requirement to put any document on display or make it available for inspection will be satisfied if the document is made available for the required period in electronic form to those persons entitled to inspect it.

by inserting the following new article as Article 67A immediately following the existing Article 67:

67A The Directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it, including arrangements involving the use of an electronic facility for those who are not in a place where others are physically attending. All persons seeking to attend and participate in a general meeting by means of an electronic facility are responsible for maintaining adequate facilities to enable them to do so. Subject to the right of the chairman to adjourn a general meeting under these Articles, the inability of a person at any time to attend or participate in the whole or any part of a general meeting by means of an electronic facility shall not invalidate the proceedings of that meeting.

by deleting the existing Article 68 and inserting the following new article as Article 68 in its place:

68 At a general meeting a resolution put to the vote shall be decided on a show of hands (or by means of electronic facility participation) unless, before or on the declaration of the result of the show of hands (or by means of electronic facility participation), a poll is demanded by the chairman or by at least three members present in person or by proxy and entitled to vote or by a member or members entitled to vote and holding or representing by proxy at least one-tenth part of the total voting rights of all the members having the right to vote at the meeting or by a member or members holding shares conferring a right to vote at the meeting on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right. Unless a poll is demanded as above, a declaration by the chairman that a resolution has been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the minute book shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

** ENDS **

For further information please visit www.europaoil.com or contact:

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