

10 February 2026

Sound Energy PLC

("Sound Energy", the "Company" and together with its subsidiary undertakings the "Group")

Notice of General Meeting
Proposed Share Capital Reorganisation and Consolidation
Proposed Amendment to the Articles of Association

Sound Energy PLC (AIM: SOU), the AIM quoted transition energy company, announces that a Shareholder Circular (containing a notice convening a General Meeting of the Company) with proposals in relation to a share capital reorganisation and consolidation, is available on the Company's website at <https://www.soundenergyplc.com> and has been posted to shareholders today.

The General Meeting is to be held on 26 February 2026 at 11.00 a.m. at Sound Energy plc, 20 St Dunstan's Hill, London EC3R 8HL.

Proposed Share Capital Reorganisation and Consolidation

The Company is proposing to consolidate 10 Ordinary Shares into one New Ordinary share (excluding the Sanctioned Holding Shares^[1]). The share consolidation will reduce the number of existing Ordinary Shares of 1.0 pence per share in issue from 2,080,622,679 Ordinary Shares to 207,844,268 Consolidated Ordinary Shares of 10 pence per share and 2,180,000 Sanctioned Holding Shares of 1.0 pence per share ('the Sanctioned Shares') see note 1.

In addition, the Directors believe that the nominal value of the current existing Ordinary Shares of 1.0 pence each is no longer optimal and unduly restricts the Company's flexibility as it seeks to execute its growth strategy. The Company is not permitted by law to issue new ordinary shares at a price which is below their nominal value. The Company's current share price of 0.9 pence is below the current nominal value of 1.0 pence per ordinary share ("Ordinary Share"). Accordingly, in order to create a lower nominal value for each Ordinary Share, the board of directors (the "Board" or the "Directors") are proposing that each Consolidated Ordinary Share (excluding Sanctioned Holding shares) will be subdivided into one New Ordinary Share of 0.1 pence each (the "New Ordinary Shares") and one deferred share of 9.9 pence each (the "New Deferred Shares") (the "Share Capital Reorganisation"). The proposed Capital Reorganisation is a technical and financially prudent measure and is intended to align the Company's share capital structure with prevailing market conditions and enhance the Company's financial and corporate flexibility over the short to medium term. The Board considers this step to be consistent with good corporate governance and the interests of all shareholders.

Each New Ordinary Share will carry the same rights as each existing Ordinary Share under the Company's articles of association (the "Articles of Association") and CREST accounts updated in respect of any entitlement to New Ordinary Shares and share certificates will be issued in respect of New Ordinary Shares.

Each New Deferred Share will have very limited rights and will effectively be valueless. CREST accounts of Shareholders will not be credited in respect of any entitlement to New Deferred Shares, and no share certificates will be issued in respect of New Deferred Shares.

The New Deferred Shares will have the rights and restrictions as set out in the Articles of Association in respect of deferred shares, which do not entitle their holders to receive notice of or attend or vote at any general meeting of the Company or to receive a dividend or other distribution and provide the Company with the authority to transfer them at effectively nil consideration per New Deferred Share to a custodian nominated by the Company. The New Deferred Shares will not be admitted to trading on AIM or any other exchange.

Following the passing of all the resolutions at the GM, the Company will implement the Share Capital Reorganisation and make an application for admission of the 207,844,268 New Ordinary Shares of nominal value 0.1 pence each to trading on AIM at 8:00 a.m. on 27 February 2026.

The New Ordinary Shares will continue to carry the same rights as those attached to the existing Ordinary Shares, save for the change in nominal value. The New Ordinary Shares will have the following ISIN number GB00BVP8H932 and SEDOL code BVP8H93. The Company's TIDM, SOU, will remain unchanged.

The Sanctioned Holding shares will remain within the current 1.0 pence Ordinary Share ISIN, which will remain active solely for this purpose.

Following admission of the New Ordinary Shares, the Company's issued share capital will comprise 207,844,268 New Ordinary Shares of 0.1 pence each with voting rights in the Company and 2,180,000 Sanctioned Holding Shares of 1.0 pence each totalling 210,024,268 Ordinary Shares. The figure of 210,024,268 may be used by shareholders in the Company as the denominator for the calculations by which they will determine if they are required to notify their interest in, or a change in the interest in, the share capital of the Company under the FCA's Disclosure and Transparency Rules.

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Publication and posting to Shareholders of this document	10 February 2026
Latest time and date for receipt of Forms of Proxy	11.00 a.m. on 24 February
General Meeting	11.00 a.m. on 26 February
Record Date for completion of the Capital Reorganisation	6.00 p.m. on 26 February
Admission and commencement of dealings in the New Ordinary Shares	8.00 a.m. on 27 February
CREST accounts credited with the New Ordinary Shares in uncertificated form	27 February
Despatch of definitive certificates for New Ordinary Shares (in certificated form)	By 13 March

For further information please visit www.soundenergyplc.com, follow on X [@soundenergyplc](https://twitter.com/soundenergyplc) and LinkedIn or contact:

Sound Energy plc c/o Flagstaff Communications Majid Shafiq CEO	
Flagstaff Strategic and Investor Communications Tim Thompson, Mark Edwards, Alison Allfrey	sound@flagstaffcomms.com +44 (0)207 129 1474

Zeus - Nominated Adviser and Broker James Joyce, Darshan Patel, Liv Highton (Investment Banking) Simon Johnson (Corporate Broking)	+44 (0)20 3829 5000
---	---------------------

About Sound Energy PLC:

Sound Energy is a transition energy investment opportunity, listed on the UK AIM market of the London Stock Exchange, with operations in Morocco centred around onshore exploration, development and production of gas and advancing renewable power generation initiatives. Gas is the focal transition fuel and critical to the country's energy policy to move to sustainable, local renewable energy, away from imported coal and hydrocarbon fuels. The company has a 25-year development concession with a micro- LNG development underway at Tandrara, the first major onshore gas resource in Morocco, and a larger Phase 2 piped gas project awaiting FID. Small scale LNG will supply the industrial market, whilst the piped gas development is for the power sector. Exploration wells are funded to support infrastructure led exploration potential. Together these give the company significant opportunities for scalable growth on its 28,000 square km of onshore permits. Sound Energy is therefore playing a pivotal role in responding to rising energy demand in Morocco and facilitating the energy transition. This is further enhanced by Sound's recent early-stage diversification into opportunities in renewable power generation and hydrogen exploration in Morocco. Sound has strong stakeholder engagement and partnerships with leading Moroccan companies, thereby leveraging in-country expertise in renewable energy projects and its gas developments. Financially, the company is focused on revenue targets from Phase 1 LNG production, judicious investment for the Phase 2 piped gas development and prudent cost management and balance sheet deleveraging to fund asset development opportunities.

^[1] 2,180,000 Ordinary shares are deemed to be Sanctioned Holding Shares and therefore not subject to or permitted to be subject to the Share Capital Reorganisation.

This information is provided by RNS, the news service of the London Stock Exchange. RNS is approved by the Financial Conduct Authority to act as a Primary Information Provider in the United Kingdom. Terms and conditions relating to the use and distribution of this information may apply. For further information, please contact ms@seg.com or visit www.ms.com.

RNS may use your IP address to confirm compliance with the terms and conditions, to analyse how you engage with the information contained in this communication, and to share such analysis on an anonymised basis with others as part of our commercial services. For further information about how RNS and the London Stock Exchange use the personal data you provide us, please see our [Privacy Policy](#).

END

NOGUPUWUPQGMB