

This is an important document and requires your immediate attention.

If you are in any doubt about the action you should take, you should consult an independent financial adviser. If you have recently sold or transferred your shares in IGas Energy plc you should forward this document to your bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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Registered in England and Wales No. 04981279.



IGAS ENERGY PLC NOTICE OF ANNUAL GENERAL MEETING 2020

Contents

1	Interim Chairman's letter	4
2	Notice of AGM	6
	Notice of AGM and Resolutions to be proposed	6-7
	Notes to Resolutions	8-10
3	Shareholder notes	11-14
4	Contact details	15

Key times and dates

Dispatch of this document

5 May 2020

Latest time and date for receipt of forms of proxy

10:30 am on 3 June 2020

Annual General Meeting

10:30 am on 5 June 2020

How to vote

Your votes matter. Please see the Interim Chairman's letter below in respect of voting. You can vote online at www.investorcentre.co.uk/eproxy or by returning a paper proxy instruction if you received a hard-copy proxy form.

Interim Chairman's letter

Dear shareholder,

I am pleased to send you details of our 2020 Annual General Meeting, which will be held at 10.30 am on 5 June 2020 at the offices of Pinsent Masons LLP, 30 Crown Place, London EC2A 4ES.

In respect of the evolving Coronavirus (COVID-19) situation, which the board continues to monitor closely, the directors of the Company consider the well-being of its shareholders and other AGM attendees as of paramount importance. The board also notes that as at 23 April 2020 (being the latest practicable date prior to publication of this document) public gatherings of more than two people are not permitted under the UK Government's Stay at Home Measures and that therefore shareholders are not allowed to attend the AGM in person. As such, the board believes that the safest way for shareholders to exercise their rights at the AGM is by voting remotely through appointing the chairman of the AGM as their proxy utilising one of the remote methods detailed in the 'Shareholder notes' at pages 11 to 14 rather than attending the meeting in person. Under current Government guidance, anyone seeking to attend the meeting in person will be refused entry to the meeting. The deadline for submission of proxies to the Registrar, Computershare Investor Services Plc, is 10:30 am Wednesday 3 June 2020.

The directors are also aware that annual general meetings are a good opportunity for shareholders to meet the board and ask questions of the board, and the Company remains committed to affording shareholders the opportunity to ask questions of its board. Accordingly, if you have any questions relating to the business of the AGM that you would like to be addressed, please send an email to enquiries@igasplc.com including your Shareholder Reference Number and we will endeavour to address the issues raised.

The board notes that the current situation in relation to Coronavirus is evolving. The Company will continue to monitor Government advice in relation to the Coronavirus pandemic, and in turn urges you to monitor the Company's website for updates made via the Regulatory News System (RNS) on changes to arrangements for the AGM which we may need to make; such changes may include a change of venue or increased (or decreased) security measures. Should security measures be relaxed by the Company prior to the AGM such that attendance in person is permitted, appointing a proxy will not prevent you from attending the AGM and voting in person.

For some years, we have been using web communication for the majority of shareholders to invite you to view our corporate materials online. With this notice, if you have not elected to receive shareholder communications electronically, you will receive a proxy card as an ordinary shareholder. However, online voting is quicker and more secure than paper voting. If you have not already done so, I urge you to visit Computershare's investor relations web pages at www.investorcentre.co.uk/ecomms and provide an email address for future communications.

The business of the meeting comprises Resolutions that we regularly bring to shareholders, as well as Resolutions 9 to 11 which are special business of the forthcoming AGM.

We ask for authority each year from you to allot shares in certain circumstances, sometimes without first offering those shares to existing shareholders. We wish to continue to comply with the spirit of institutional guidelines but as an AIM company we wish to maintain maximum flexibility as explained in the notes to the relevant Resolutions.

Resolution 9 is proposed to grant the Company authority to make market purchases of its own ordinary shares. The authority should not be taken to imply that shares will be purchased at any particular price or, indeed, at all. The Resolution specifies the maximum number of ordinary shares which may be purchased (representing approximately 5% of the Company's issued ordinary shares as at 23 April 2020 (being the latest practicable date prior to publication of this document)) and the maximum and minimum prices at which they may be bought, reflecting the requirements of the Companies Act 2006. The authority to purchase ordinary shares will only be exercised if the directors consider that there is likely to be a beneficial impact on earnings per ordinary share and that it is in the best interests of the Company and shareholders at the time. If the Company were to purchase any ordinary shares pursuant to this authority, the Company could cancel such shares or take them into treasury. The board would consider holding such shares in treasury, enabling the Company to, amongst other things, re-issue treasury shares quickly and cost effectively; however, the board would make a decision at the relevant time, in light of prevailing circumstances. Please see the note to Resolution 9 on page 9 for further explanation of this Resolution.

The board believes that it is an appropriate time to carry out a cancellation of the Company's deferred shares and a rationalisation of certain reserves of the Company in order to create distributable reserves. Accordingly, Resolution 10 seeks approval to cancel 302,805,524 of the Company's issued deferred shares of 9.9999p each and the entire amount standing to the credit of the share premium account. The deferred shares were created in 2017 following a sub-division of the then issued share capital of the Company and the current paid up capital of the deferred shares that the board proposes to cancel is £30,280,249.50. As at 23 April 2020 (being the latest practicable date prior to publication of this document), the amount standing to the credit of the share premium account was £102,710,798. Subject to the passing of Resolution 10, and subsequent approval by the court, the proposed capital reduction would remove the relevant proportion of the deferred share capital from the balance sheet and allow the aggregate amount of £132,991,047.50 to be released to a reserve, which may then be used to reduce or eliminate losses (if any) arising on the profit and loss account. The Company may also be required by the court to retain the released amount for the protection of the Company's creditors that are in existence as at the date of the capital reduction. Please see the note to Resolution 10 on page 10 for further explanation of this Resolution.

Interim Chairman's letter continued

In light of the unexpected Coronavirus (COVID-19) situation, the board considers that it would be prudent for the Company to be able to hold future general meetings, including its annual general meeting, partly (but not entirely) by electronic facility(ies) and wishes to update and clarify its articles of association in this regard. Accordingly, Resolution 11 proposes the adoption of new articles of association of the Company in substitution for the existing articles of association (the **"New Articles"**). A copy of the Company's existing articles of association and the New Articles, marked to show all the changes, will be available on the Company's website at www.igasplc.com/investors/publications-and-reports. The board also proposes, *inter alia*, in the New Articles to make certain further clarificatory changes including in relation to the formation of committees of the Company, which is reflective of the current composition of the board of the Company and will, in its view, continue to assist the Company to function smoothly. Please see the note to Resolution 11 on page 10 for further explanation of this Resolution.

The board is recommending that shareholders support all 11 Resolutions before the meeting by returning your proxy vote at www.investorcentre.co.uk/eproxy or, if you have received a hard-copy proxy form, by returning your proxy instruction by post as indicated in the proxy form.

Your votes do matter. Please see pages 11 to 14 of this notice for further information on voting and the meeting.

Cuth McDowell

Interim Chairman

4 May 2020

Notice of AGM

Notice of AGM and Resolutions to be proposed

Notice is hereby given that the Annual General Meeting ("**AGM**") of IGas Energy plc ("**IGas**" or the "**Company**") will be held at the offices of Pinsent Masons LLP, 30 Crown Place, London EC2A 4ES on Friday 5 June 2020, commencing at 10:30 am, for the transaction of the following business.

The board considers that Resolutions 1 to 11 are in the best interests of the Company and its shareholders as a whole and recommends that you vote in favour of these Resolutions. Resolutions 1 to 7 will be proposed as ordinary resolutions and Resolutions 8 to 11 will be proposed as special resolutions.

Resolution 1

Report and accounts

To receive the annual report and accounts for the year ended 31 December 2019.

See notes on page 8.

Resolution 2

Directors' remuneration report

To approve the directors' remuneration report contained on pages 47 to 51 of the annual report and accounts for the year ended 31 December 2019.

See notes on page 8.

will do

To re-elect Mr Philip Jackson as a director.

See biography on page 8.

Resolution 4

To re-elect Mr Tushar Kumar as a director.

See biography on page 8.

Resolution 5

To re-elect Mr Hans Arstad as a director.

See biography on page 8.

Resolution 6

Reappointment of auditors and fixing of auditor's remuneration

To reappoint PricewaterhouseCoopers LLP as auditors from the conclusion of this meeting until the conclusion of the next annual general meeting of the Company before which accounts are laid and to authorise the directors of the Company to fix the auditors' remuneration.

Resolution 7

Directors' authority to allot shares (Section 551 of the Companies Act 2006 (the "2006 Act"))

To renew, for the period ending on the date of the annual general meeting of the Company in 2021 or 15 months after the passing of this Resolution, whichever is the earlier, the authority and power conferred on the directors by the Company's Articles of Association (the "**Articles**") to allot relevant securities up to an aggregate nominal amount of £1,632, representing the aggregate nominal value of two thirds of the Company's issued ordinary shares of 0.002p each ("**Ordinary Shares**"), provided that in relation to any allotment of relevant securities in excess of £816, representing the aggregate nominal value of one third of the Ordinary Shares, such authority shall only be used if the relevant securities are equity securities (as defined in Section 560(1) of the 2006 Act) and they are allotted in connection with a rights issue, open offer, scrip dividend scheme or other pre-emptive issue of equity shares which satisfies the conditions and may be subject to all or any of the exclusions specified in (B)(1) of Resolution 8, provided that the Company may before such expiry, variation or revocation make an offer or agreement which would or might require such relevant or equity securities to be allotted after such expiry, variation or revocation and the directors may allot relevant or equity securities pursuant to such an offer or agreement as if the authority conferred hereby had not expired or been varied or revoked.

See notes on page 9.

Resolution 8

Authority for disapplication of pre-emption rights (Section 561)

THAT, subject to and conditionally upon the passing of Resolution 7, the directors of the Company are hereby empowered pursuant to section 570 of the 2006 Act to allot equity securities (as defined by section 560(1) of the 2006 Act) for cash pursuant to the authority conferred by Resolution 7 and/or to sell Ordinary Shares held by the Company as treasury shares for cash as if section 561 of the 2006 Act did not apply to any such allotment or sale provided that such power:

- (A) shall, subject to the continuance of the authority conferred by Resolution 7, expire 15 months after the passing of this Resolution or at the conclusion of the next annual general meeting of the Company following the passing of this Resolution, whichever occurs first, but may be previously revoked or varied from time to time by special resolution but so that the Company may before such expiry, revocation or variation make an offer or agreement which would or might require equity securities to be allotted after such expiry, revocation or variation and the directors of the Company may allot equity securities in pursuance of such offer or agreement as if such power had not expired or been revoked or varied; and
- (B) shall be limited to:
 - (1) the allotment of equity securities of up to an aggregate nominal amount of £816 pursuant to a rights issue, open offer, scrip dividend scheme or other pre-emptive offer or scheme which is in each case in favour of holders of Ordinary Shares and any other persons who are entitled to participate in such issue, offer or scheme where the equity securities offered to each such holder and other person are proportionate (as nearly as may be) to the respective numbers of Ordinary Shares held or deemed to be held by them for the purposes of their inclusion in such issue, offer or scheme on the record date applicable thereto, but subject to such exclusions or other arrangements as the directors of the Company may deem fit or expedient to deal with fractional entitlements, legal or practical problems under the laws of any overseas territory, the requirements of any regulatory body or stock exchange in any territory, shares being represented by depositary receipts, directions from any holders of shares or other persons to deal in some other manner with their respective entitlements or any other matter whatever which the directors of the Company consider to require such exclusions or other arrangements with the ability for the directors of the Company to allot equity securities and sell relevant shares not taken up to any person as they may think fit; and
 - (2) the allotment of equity securities for cash otherwise than pursuant to sub-paragraph (B)(1) up to an aggregate maximum nominal amount of £244.

See notes on page 9.

Resolution 9

Purchases of own shares by the Company

That the Company be and is hereby generally and unconditionally authorised for the purposes of section 701 of the 2006 Act to make one or more market purchases (within the meaning of section 693(4) of the 2006 Act) of Ordinary Shares on such terms and in such manner as the Directors may from time to time determine provided that:

- (A) the maximum aggregate number of Ordinary Shares authorised to be purchased is 6,121,312;
- (B) the minimum price which may be paid for such Ordinary Shares is £0.00002 per Ordinary Share;
- (C) the maximum price which may be paid for an Ordinary Share shall not be more than 5% above the average of the middle market quotations for an Ordinary Share as derived from AIM, a market operated by the London Stock Exchange plc, for the five business days immediately preceding the date on which the Company agrees to purchase the Ordinary Share concerned;
- (D) unless previously renewed, varied or revoked, the authority conferred shall expire 15 months after the passing of this Resolution or at the conclusion of the next annual general meeting of the Company following the passing of this Resolution, whichever occurs first; and
- (E) the Company may make a contract or contracts to purchase ordinary shares under the authority conferred by this Resolution prior to the expiry of such authority which will or may be executed wholly or partly after the expiry of such authority and may make a purchase of Ordinary Shares in pursuance of any such contract or contracts.

See notes on page 9.

Resolution 10

Cancellation of deferred shares and share premium account

That, subject to court approval, the issued share capital and reserves of the Company be reduced by cancelling and extinguishing:

- (A) 302,805,524 issued deferred shares of 9.9999p each in the capital of the Company, each of which is fully paid up; and
 - (B) the entire amount standing to the credit of the share premium account of the Company,
- and in each case the amount released be credited to a reserve.

See notes on page 10.

Resolution 11

Adoption of new articles of association

That the articles of association (initialled by the chairman of the AGM and on display at the AGM) be adopted in substitution of the Company's Articles with immediate effect.

See notes on page 10.

Thamala Perera Schuetz

Company Secretary
4 May 2020

Notes to Resolutions

Notes to Resolution 1

Reports and accounts

The board will present its reports and the accounts for the year ended 31 December 2019, as contained in the Annual Report and Accounts for that period (the "Annual Report").

Notes to Resolution 2

Directors' remuneration report

The directors' remuneration report, which can be found on pages 47 to 51 of the Annual Report gives details of the directors' remuneration for the year ended 31 December 2019. The report includes a statement from the committee chair, the components of the executive directors' remuneration, and the non-executive directors' fees.

The Company's auditors, PricewaterhouseCoopers LLP, have audited those parts of the directors' remuneration report which are required to be audited and their report may be found in the Annual Report. The Annual Report has been approved by the board and signed on its behalf by the Chairman of the remuneration committee of the Company.

The vote on the directors' remuneration report is advisory in nature and therefore not binding on the Company.

Notes to Resolutions 3 to 5

Re-election of directors

Directors of the Company holding office at the start of business on the day of this notice and who also held office at the time of both of the two immediately preceding annual general meetings and did not retire at such meetings and wish to continue to be directors of the Company, are required by the Articles to retire and offer themselves for re-election at this AGM. If the number of directors of the Company due to retire at any annual general meeting, when added to the number of other directors of the Company (if any) who wish to retire and not to offer themselves for re-appointment at such meeting, is less than that number which is one third of the total number of the directors of the Company (or if such total number is not divisible by three that number which is nearest to but does not exceed one third), then such number of additional directors of the Company shall retire at such meeting as will increase the total number to the amount required by the Articles. In addition, any director of the Company appointed by the board must, at the first annual general meeting since that appointment, seek re-appointment.

In accordance with the requirements of the Articles, Mr Philip Jackson, Mr Tushar Kumar and Mr Hans Arstad retire and offer themselves for re-election as directors.

The nomination committee of the Company identifies, evaluates and recommends to the board, candidates as directors and keeps the mix of skills, experience and knowledge of the board under regular review (in consultation with the board) and seeks to ensure an orderly succession of directors. The outside directorships and broader commitments of the non-executive directors (including time commitments) are also monitored by the nomination committee.

Resolution 3 – reappointment of Philip Jackson as a director

Mr Jackson is liable to retire by rotation at the AGM under the Articles, and offers himself for reappointment. Having carefully considered his reappointment, the nomination committee of the Company considers that his performance remains effective, particularly having regard to his responsibilities as Non-executive Director.

Mr Jackson serves on Kerogen's Investment Committee. He has over 30 years' experience in investments and corporate finance in energy and infrastructure projects. He was the founder and former chief executive of J.P. Morgan Asset Management's \$860 million Asian Infrastructure and Related Resources Opportunity Fund. Mr Jackson was with J.P. Morgan (and heritage Jardine Fleming) for over 20 years, leading their power and infrastructure advisory businesses, advising on restructuring, M&A and privatisation. He started his career with the energy team at Ashurst LLP before moving to its client Trafalgar House plc, one of the UK's leading independent oil and gas companies. Mr Jackson has recently been elected a Fellow of the Energy Institute. He graduated with an MA in law from the University of Cambridge and is a solicitor of the Supreme Court in England.

Resolution 4 – reappointment of Tushar Kumar as a director

Mr Kumar is liable to retire by rotation at the AGM under the Articles, and offers himself for reappointment. Having carefully considered his reappointment, the nomination committee of the Company considers that his performance remains effective, particularly having regard to his responsibilities as Non-executive Director.

Mr Kumar is a member of the Investment and Portfolio Management Team at Kerogen Capital. He has over 17 years' experience in investing, investment banking and equities, working with a range of oil and gas companies including upstream, downstream, majors and NOCs across Europe, the Middle East and Asia. Prior to joining Kerogen, he was an executive director at Morgan Stanley's natural resources group in London, having previously worked with members of the Kerogen team at J.P. Morgan's energy and natural resources group in Hong Kong. Mr Kumar holds an MBA from the Indian Institute of Management Ahmedabad (IIMA) and a BTech in computer science and engineering from the Indian Institute of Technology (IIT). He is also a CFA charter holder.

Resolution 5 – reappointment of Hans Arstad as a director

Mr Arstad was appointed as a non-executive director of the Company in May 2019, which was subsequent to the last annual general meeting and, in accordance with the Articles, he must retire at this AGM, but he offers himself for reappointment. Upon appointment, the board considered that his experience made him a suitable candidate to complement the board. The nomination committee of the Company has considered his reappointment and considers that his performance remains effective, particularly having regard to his responsibilities as Non-executive Director.

Mr Arstad is a director in KKR's European Private Equity Team where he has been involved in a number of investments in a broad range of industries. Mr Arstad joined KKR in 2014. Prior to joining KKR, Mr Arstad was an Engagement Manager at McKinsey & Company focusing on upstream O&G. Mr Arstad holds a M.Sc. in Finance and a B.Sc. in Business Administration from Norwegian School of Economics.

Notes to Resolutions 7 and 8

Directors' authority to allot shares

General explanation

These Resolutions seek limited authority from shareholders for the Company to allot shares, and limited authority to allot shares in particular circumstances without first offering them to existing shareholders. They enable the Company to raise capital quickly and easily when needed, and permit it to allot shares as consideration in a transaction.

It has been IGas' approach to seek authority to allot shares at its AGM in order to allow as much prudent flexibility as possible in the interests of the Company and its shareholders as a whole.

Authority to allot – Resolution 7

The Investment Association share capital management guidelines (the "**IA guidelines**") confirm that an authority to allot up to two-thirds of the existing issued share capital continues to be regarded as routine.

The directors of the Company are seeking authority to allot shares of up to a maximum nominal amount of £1,632. This is the 'Authorised Amount' referred to in the Articles and is equal to 66.6% (i.e. two thirds) of the Company's issued Ordinary Shares. In accordance with the IA guidelines, one half of this Section 551 Amount, that is 33.3% (i.e. one third) of the Company's issued Ordinary Shares (excluding treasury shares), can only be used if the relevant securities are equity securities and are offered in connection with a rights issue or other pre-emptive issues of equity shares which satisfies the conditions and may be subject to all or any of the exclusions specified in (B)(1) of Resolution 8.

For information, as at 23 April 2020 (being the latest practicable date prior to publication of this document), the Company held no treasury shares. The authority conferred pursuant to Resolution 7 will expire on the date of the annual general meeting in 2021 or 15 months after the passing of Resolution 7 at the Annual General Meeting, whichever is the earlier.

The directors have no current intention of issuing shares other than in relation to the Company's employee share schemes.

Disapplication of pre-emption rights – Resolution 8

Section 561 of the 2006 Act contains pre-emption rights that require all equity shares which the Company proposes to allot for cash be offered to existing shareholders of Ordinary Shares in proportion to existing shareholdings, unless a special resolution is passed to disapply such rights. Such rights do not apply to an issue otherwise than for cash, such as an issue in consideration of an acquisition. Subject to the passing of Resolution 7 and as noted therein, the proposed Resolution provides for the dis-application of statutory pre-emption rights for allotments of equity securities for cash, but limits this authority to the allotment of equity securities up to an aggregate nominal value of £816 (representing approximately one third of the Company's issued Ordinary Shares), provided that all allotments must be in the form of rights issues, open offers, scrip dividend schemes or other pre-emptive issues of equity securities.

Further, the directors believe that the statutory requirements are too restrictive and, it is proposed that, subject to the passing of Resolution 7, the directors should be able to allot shares for cash otherwise than pursuant to rights issues, open offers or other pre-emptive issues etc. amounting to no more than an aggregate nominal amount of £244 representing approximately 10% of the Company's issued Ordinary Shares.

The broadening of the proposed Resolution to include pre-emptive issues other than rights issues is a departure from the strict wording of the IA guidelines which is limited to rights issues, which the directors regard as too restrictive, especially as AIM companies normally make open offers and not rights issues. The above departures in Resolutions 7 and 8 from the strict wording of the IA guidelines should not be taken to indicate that they are being disregarded, but rather that the proposed Resolutions are designed to provide greater flexibility for the directors to determine the form of any future pre-emptive issues in the light of market conditions and practice, at the time such an issue may be proposed.

Notes to Resolution 9

Authority to purchase own shares

This Resolution is to grant the Company authority to make market purchases of its own Ordinary Shares. The authority should not be taken to imply that shares will be purchased at any particular price or, indeed, at all. The Resolution specifies the maximum number of Ordinary Shares which may be purchased (representing approximately 5% of the Company's issued Ordinary Shares as at 23 April 2020 (being the latest practicable date prior to publication of this document) (i.e. 6,121,312 Ordinary Shares) and the maximum and minimum prices at which they may be bought, reflecting the requirements of the 2006 Act. The purchases, if made, will only be made on AIM.

The authority to purchase Ordinary Shares will only be exercised if the directors consider that there is likely to be a beneficial impact on earnings per Ordinary Share and that it is in the best interests of the Company and shareholders at the time. The Company may either cancel any Ordinary Shares which it purchases under this authority or transfer them into treasury (and subsequently sell or transfer them out of treasury or cancel them). If the Company were to purchase any Ordinary Shares pursuant to this authority it would consider holding them as treasury shares. This would enable the Company to re-issue treasury shares quickly and cost effectively and would provide the Company with additional flexibility in the management of its capital base.

This authority would expire 15 months after the passing of this Resolution or at the close of the 2021 annual general meeting, whichever occurs first. The directors may seek renewal of these or similar authorities at future annual general meetings.

Notes to Resolution 10

Deferred Shares:

As at 23 April 2020 (being the latest practicable date prior to publication of this document), the Company's issued share capital included 303,305,534 deferred shares of 9.9999p each in the capital of the Company ("**Deferred Shares**"). The nominal value of the Deferred Shares is part of the capital of the Company and therefore not distributable.

Notes to Resolutions continued

Notes to Resolution 10 continued

The Deferred Shares arose as a result of the reorganisation of the Company's share capital in 2017. During 2017 each issued ordinary share of 10p was sub-divided and converted into one new ordinary share of 0.0001p and one Deferred Share. The Deferred Shares carry no voting or dividend rights and only very limited rights to participate in the capital of the Company upon a winding-up. These rights are such as to make the Deferred Shares virtually worthless in the hands of the holder. However, in the Company's books the capital paid up on the Deferred Shares represents £30,330,250.09, being the aggregate nominal value of all the Deferred Shares. Cancelling 302,805,524 Deferred Shares with the prior approval of Shareholders by way of a special resolution and the subsequent approval of the Companies Court, the Chancery Division of the High Court of England and Wales (the "**Court**") ("**Cancellation**") will remove them from the Company's balance sheet and permit an amount of £30,280,249.50 to be released to a reserve (the "**Special Reserve**"), leaving 500,010 Deferred Shares with an aggregate nominal value of £50,000.50 which the Company will retain so as to satisfy its minimum capital requirements as a public limited company.

Article 6.3(H) of the Articles gives the Company authority (subject to the 2006 Act) to transfer all of the Deferred Shares to such person(s) as the Company may determine and to cancel any Deferred Share without making payment to the holder. Prior to the AGM, it is intended that 302,805,524 of the Deferred Shares will be transferred to the Company's Chief Executive Officer, who has confirmed that he will give his consent to the cancellation of 302,805,524 Deferred Shares as part of the Cancellation. In accordance with Article 6.3(D) of the Articles, the cancellation of the relevant Deferred Shares pursuant to a reduction of capital for no consideration will not constitute a variation of the rights attaching to the Deferred Shares. Consequently, the Cancellation can be approved without the approval of the holders of the Deferred Shares.

Share premium account:

With the approval of a company's shareholders, a company may, by way of special resolution and subsequent confirmation by the Court, reduce or cancel its share premium account (which would otherwise be treated as a non-distributable reserve, in accordance with applicable law and accounting standards) and in certain circumstances credit some or all of such sum arising to its profit and loss account. To the extent that the release of such a sum creates or increases a credit on the profit and loss account, that sum represents distributable reserves. As at 23 April 2020 (being the latest practicable date prior to publication of this document) there was £102,710,798 standing to the credit of the Company's share premium account (resulting from the issue of Ordinary Shares at a premium to their nominal value) (the "**Share Premium Account**"). It is now proposed to cancel and extinguish the entire amount standing to the credit of the Share Premium Account (including any increase since the date of this document) and credit the released amount to the Special Reserve (together with the Cancellation, the "**Capital Reduction**").

Capital Reduction – procedure

If Resolution 10 is duly passed, it is the intention of the Company thereafter to apply to the Court for confirmation of the Capital Reduction. The Capital Reduction would take effect when an order of the Court confirming the Capital Reduction and a statement of capital approved by the Court has been registered with the Registrar of Companies. The actual date of the two Court hearings to confirm the Capital Reduction will likely be advertised in a national newspaper, as directed by the Court, at least 7 days prior to the second of these Court hearings.

In order to approve the Capital Reduction, the Court will need to be satisfied that the interests of the creditors of the Company will not be prejudiced, as at the date the Capital Reduction takes effect. As at 31 December 2019 the Company owed approximately £24.1 million (excluding lease liabilities or provisions) to its creditors, consisting of the outstanding secured loan facility, intragroup cross guarantees and general trade creditors. Where appropriate the Company may seek consent or acquiescence from certain creditors. The Company expects to give an undertaking to the effect that unless and until the Court orders otherwise or until all such creditors of the Company have been paid or have otherwise consented, the sums set free by the Capital Reduction and any profit arising from, inter alia, (1) any revaluation or disposal of any of the Company's assets; (2) any release of any provision; and/or (3) any dividends paid to the Company by any of its subsidiaries, in each case that are in existence as at the date the Capital Reduction takes place, will be credited to the Special Reserve. The Special Reserve will be used to eliminate the current deficit on the accumulated profit and loss account, to reduce or eliminate future losses (if any) arising on that account, and will also be retained for the discharge of any undertaking required by the Court, in accordance with its terms. Notwithstanding the Company's expectation, the terms upon which the Court is willing to approve the Capital Reduction are for the Court to determine and the Company will give to the Court such undertaking as it is advised is appropriate.

The Capital Reduction itself will not involve any distribution to shareholders and the Company has no current intention of distributing the reserves created by the Capital Reduction. Notwithstanding the aforementioned, for as long as the Special Reserve remains non-distributable pursuant to the undertaking, it will be unavailable for distribution to Shareholders.

The Directors reserve the right (where necessary by application to the Court) to abandon, discontinue or adjourn any application to the Court for confirmation of the Capital Reduction if the directors believe that the terms required to obtain confirmation are unsatisfactory to the Company or if, as the result of a material unforeseen event, the directors consider that to continue with the Capital Reduction would be inappropriate or inadvisable.

Notes to Resolution 11

In light of the unexpected Coronavirus (COVID-19) situation, the board considers that it would be prudent for the Company to be able to hold future general meetings, including its annual general meeting, partly (but not entirely) by electronic facility(ies) and wishes to update and clarify its Articles in this regard. Accordingly, Resolution 11 proposes the adoption of the New Articles in substitution for the existing Articles. A copy of the Company's existing Articles and the proposed New Articles, marked to show all the changes will be available on the Company's website at www.igasplc.com/investors/publications-and-reports. The board also proposes in the New Articles to make certain further clarificatory changes, including with respect to the formation of committees of the Company, which is reflective of the current composition of the board of the Company and will, in its view, continue to assist the Company to function smoothly. The Company wishes to retain the option of sending notices and other documents to, *inter alia*, its shareholders by second class post, rather than first class post, as a means of achieving cost savings. Accordingly, article 55.4 of the Articles is proposed to be amended to reflect that such documents and notices are deemed to have been delivered 72 hours after posting by second class post.

Shareholder notes

Voting

When is my voting entitlement fixed?

To attend, speak and vote at the meeting you must be a registered holder of shares at 6:00 pm on 3 June 2020. Your voting entitlement will depend on the number of shares you hold at that time.

I can't attend the AGM but want to vote – what can I do?

If you are a registered holder and cannot attend, you can appoint the chairman of the AGM or any other person to attend, speak and vote on your behalf. This person is called your proxy. Your proxy does not have to be a shareholder.

You can instruct your proxy how to vote. Where no specific instruction is given, your proxy may vote at his or her discretion or refrain from voting, as he or she sees fit.

You can appoint more than one proxy in relation to different shares within your holding.

You can appoint a proxy and submit voting instructions:

- Via CREST (see note opposite).
- By casting your proxy online at www.investorcentre.co.uk/eproxy.
- If you have received a hard-copy proxy form, by completing and returning the paper proxy card if one has been sent to you. Please read the instructions carefully to ensure you have completed and signed the card correctly. Any alterations must be initialled.

If attendance in person at the AGM is permitted, you will also need to give the attendance card to your proxy to bring to the AGM, along with photographic proof of his/her identity.

If attendance in person at the AGM is permitted, proxies not properly notified to the Registrar may be denied access to the meeting. Giving your attendance card to your proxy is not sufficient – they must also be appointed in advance using one of the above methods.

If you own shares jointly, any one shareholder may sign the proxy card. If more than one joint holder submits a card, the instruction given by the first listed on the shareholder register will prevail.

By when do I have to submit my vote?

Proxy appointments and voting instructions, including any amendments, must be received by the Registrar by **10:30 am 3 June 2020**.

If you miss this deadline and wish to submit a new vote or amend an existing vote, you can only do so by, if permitted by the Company, attending the meeting in person and voting.

I already voted but have changed my mind – can I change my vote?

You can submit a new instruction online at any time before the time and date above. If you wish to amend a paper instruction you must do so in writing and sign your new instruction.

The voting instruction received last will be the one that is followed. If a postal instruction and an online instruction are received on the same day, the online instruction will be followed.

I hold shares on behalf of several others – can I vote part of the holding separately?

You can appoint more than one proxy using the paper proxy form or online at www.investorcentre.co.uk/eproxy provided it is in relation to different shares.

Corporate shareholders may either appoint one or more proxies, or alternatively appoint one or more corporate representatives in relation to different shares, using the paper proxy form or online at www.investorcentre.co.uk/eproxy or via CREST.

Multiple proxies and corporate representatives may all attend and speak at the AGM and may vote the shares that their respective appointments represent in different ways.

I am a CREST member – can I use the CREST system to vote?

CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the AGM and any adjournment by using the procedures described in the CREST manual (euroclear.com/crest). CREST personal members or other CREST-sponsored members and those CREST members who have appointed a voting service provider should refer to their CREST sponsor or voting service provider, who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a CREST proxy instruction) must be properly authenticated in accordance with Euroclear's specifications and must contain the information required for such instructions, as described in the CREST manual. All messages relating to the appointment of a proxy or an instruction to a previously appointed proxy must be transmitted so as to be received by Computershare (ID 3RA50) by 10:30 am Wednesday 3 June 2020. It is the responsibility of the CREST member concerned to take such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, 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 a CREST proxy instruction as invalid in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

I have a power of attorney from a shareholder – how can I vote?

You can vote using the paper proxy card only. You must ensure that the power of attorney and the proxy card have been deposited with the Registrar by 10:30am Wednesday 3 June 2020.

Shareholder notes continued

The meeting

Where and when will the meeting be held?

The meeting will be held at the offices of Pinsent Masons, 30 Crown Place, London, EC2A 4ES on Friday 5 June 2020.

The meeting will start at 10:30 am. The doors will open at 10:00 am, however, as per the Interim Chairman's letter above, attendance in person is not permitted for this meeting (unless otherwise announced by the Company prior to the meeting).

Is the meeting at the same location as last year?

No, the meeting is at the offices of Pinsent Masons LLP, 30 Crown Place, London, EC2A 4ES.

I want to participate in the meeting but cannot attend – what can I do?

You can vote your shares by appointing a proxy – see notes on these pages 11 to 12. Any voting instructions you have validly given in advance will be counted at the meeting.

If the Company announces that attendance in person is permitted at the meeting, what documents do I need to bring?

Please bring your attendance card, if you have one.

If you receive your notifications by email, you will be asked to show a copy, either on an electronic device or as a print-out.

If you are attending on behalf of a registered holder of shares you must bring photographic proof of identity and evidence of your appointment to represent that shareholder, including their attendance card if possible. This includes people appointed as proxies, corporate representatives and those with power of attorney.

If the Company announces that attendance in person is permitted at the meeting, what security measures should I expect?

You will be asked to pass through our security systems before entering the meeting. In view of the ongoing Coronavirus pandemic, we may need to enact further security measures. Please monitor our website <http://www.igasplc.com/> for further details which may be posted from time to time, prior to the AGM.

We do not permit behaviour that may interfere with anyone's security or safety or the good order of the meeting. Anyone who does not comply may be removed from the meeting.

Anyone attempting to take photos, film or record the proceedings may be asked to leave.

Please switch off any mobile phones or other electronic communication equipment before the meeting begins.

I hold shares through a broker or nominee, how can I attend?

You will need to ask your broker or nominee to appoint you as either a proxy or as a corporate representative. If they appoint you as a proxy, the appointment must be notified to the Registrar by the appropriate deadline (see notes on these pages 11 to 12). If they appoint you as a corporate representative, they will need to write a letter to us setting out the details of the appointment and of your shareholding, and if attendance in person is permitted by the Company you will need to bring the letter with you to the meeting along with photographic proof of identity. **If you do not have such a letter, or the Registrar has not been notified of your appointment as a proxy, you will be denied entry to the meeting.**

Please note that proxies and corporate representatives may not bring guests to the meeting.

Shareholder notes continued

The meeting continued

If the Company announces that attendance in person is permitted at the meeting, may I bring a guest or a child?

The AGM is a private meeting of shareholders and their representatives. Guests are not entitled to attend the meeting as of right but they may be permitted entry at the absolute discretion of the Company at all times. This year, in view of the ongoing Coronavirus pandemic, guests are not permitted to attend. In any event, you must contact us in advance if you would like to bring a guest: enquiries@igasplc.com

Proxies, corporate representatives and employee share plan participants may not bring guests to the meeting.

We suggest that it is not appropriate to bring young children. There will be no crèche facilities at the meeting.

May I ask a question at the AGM?

This year, in view of the ongoing Coronavirus pandemic, there will be no Q&A at the AGM. Instead, if you have any questions relating to the business of the AGM that you would like to be addressed, please send an email to enquiries@igasplc.com including your Shareholder Reference Number and we will endeavour to address the issues raised. Any questions submitted that are not relevant to the business of the AGM will be forwarded for the attention of a relevant executive or the registrar, as appropriate.

If the Company announces that attendance in person is permitted at the meeting, do you have help for shareholders with special needs?

If you are in a wheelchair or in need of help from a companion, please let us know at registration so that we can assist you.

If the Company announces that attendance in person is permitted at the meeting, how can I vote at the meeting?

Your form of proxy includes a poll card; please bring this with you if you intend to attend and vote in person at the meeting. Poll cards will also be available at registration. After opening the meeting, the chairman of the AGM will put all the Resolutions to the meeting and poll boxes will be available for you to deposit your completed card. Please remember to sign it.

The poll will close ten minutes after the meeting ends.

How are the votes counted?

Voting on all Resolutions is by a poll. In a Company such as ours, we think poll voting is the fairest approach. There will be no voting by a show of hands. On a poll, each member present in person or by authorised representative or by proxy, has a vote for every share of which he is the holder. Ordinary resolutions require the approval of a simple majority of the votes cast; special resolutions require three-quarters of the votes cast.

How can I find out the result of the vote?

It is expected that the total of the votes cast by shareholders 'for' or 'against' or 'withheld' on each Resolution will be published on www.igasplc.com by Monday 8 June 2020.

Contact details

IGas Energy plc

7 Down Street
London
W1J 7AJ
Tel: +44 (0)20 7993 9899
www.igasplc.com

The Registrar

Computershare Investor Services plc

The Pavilions
Bridgwater Road
Bristol
BS99 6ZY
Telephone: 0370 707 1106

Pinsent Masons LLP

30 Crown Place
London
EC2A 4ES

If you are an ordinary shareholder, please contact Computershare at www.investorcentre.co.uk/ecomms if you would like to change your election on how you receive shareholder documents in the future.

Notes