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If you have sold or otherwise transferred all of your ordinary shares in United Oil & Gas Plc, please forward this document and the accompanying Form of Proxy at once to the purchaser or transferee or to the stockbroker or other agent through whom the sale or transfer was effected for delivery to the purchaser or transferee. However, such documents should not be forwarded to, or transmitted in or into, any jurisdiction where to do so might violate the relevant laws and regulations in that jurisdiction. If you have sold or transferred only part of your holding in the shares, you should retain this document and consult the stockbroker, bank or other agent through whom the sale of transfer was effected.

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(Incorporated and registered in England and Wales with company number 09624969)

NOTICE OF ANNUAL GENERAL MEETING

This document should be read in conjunction with the accompanying Form of Proxy and the Notice of Annual General Meeting set out at the end of this document. You are recommended to read the whole of this document but your attention is drawn, in particular, to the letter from the Chairman which is set out on pages 2 to 3 of this document and which recommends you to vote in favour of all of the Resolutions to be proposed at the Annual General Meeting.

Notice of an Annual General Meeting of the Company to be held at 200 Strand London WC2R 1DJ 12.00 noon on 24 June 2019 is set out at the end of this document. A Form of Proxy for holders of ordinary shares for use at the Annual General Meeting accompanies this document. To be valid, the enclosed Form of Proxy should be completed and returned as soon as possible and, in any event, so as to reach the Company's Registrars, Share Registrars Limited, The Courtyard, 17 West Street, Farnham, Surrey GU9 7DR no later than 48 hours before the Annual General Meeting (excluding non-business days). Completion of a Form of Proxy will not preclude a shareholder from attending and voting in person at the Annual General Meeting, or any adjournment thereof, should they so wish.



United Oil & Gas Plc

(Incorporated and registered in England and Wales with company number 09624969)

Registered Office:

200 Strand
London
WC2R 1DJ

30 May 2019

To Shareholders and, for information purposes only, to holders of options and warrants

Dear Shareholders

NOTICE OF 2019 ANNUAL GENERAL MEETING

1. Introduction

I am pleased to be writing to you with details of our annual general meeting ("**AGM**") which we are holding at 200 Strand, London, WC2R 1DJ at 12.00 noon on 24 June 2019. The formal notice of AGM is set out at the end of this document.

The purpose of this letter is to provide you with an explanation of the resolutions to be proposed at the AGM (the "**Resolutions**") and of the action you should take in order to register your vote.

2. Matters for consideration at the AGM

Resolution 1 Receiving the Accounts

The board of directors of the Company ("**Board**") recommends the receiving of the accounts for the year ended 31 December 2018, together with the reports of the Directors and the Auditors.

Resolution 2 Auditors' re-appointment and remuneration

The resolution relating to the re-appointment of UHY Hacker Young LLP and fixing their remuneration is usual business for the AGM.

Resolution 3 Re-election of Director

The Board recommends the re-election of Brian Larkin who retires at the AGM, and being eligible, offers himself for re-election.

Resolution 4 Re-election of Director

The Board recommends the re-election of Jonathan Leather who retires at the AGM, and being eligible, offers himself for re-election.

Resolution 5 Re-election of Director

The Board recommends the re-election of Alberto Cattaruzza who retires at the AGM, and being eligible, offers himself for re-election.

Resolution 6 Re-election of Director

The Board recommends the re-election of Graham Martin who retires at the AGM, and being eligible, offers himself for re-election.

Resolution 7 Directors' authority to allot

Generally, the Directors may only allot shares in the Company (or grant rights to subscribe for, or to convert any security into, shares in the Company) if they have been authorised to do so by Shareholders in a general meeting.

Resolution 7 renews a similar authority given at last year's AGM which, if passed, will authorise the directors to allot shares in the Company (and to grant such rights to subscribe shares) up to an aggregate nominal amount of £1,152,046.62 (equal to approximately one third of the nominal value of the issued share capital of the Company as at today's date, being the last practicable date before the publication of this document). If given, this authority will expire at the conclusion of the Company's next Annual General Meeting.

Resolution 8 Disapplication of pre-emption rights

This is a special resolution authorising the Directors to issue equity securities up to an aggregate nominal amount of £1,152,046.62 for cash on a non pre-emptive basis pursuant to the authority conferred by resolution 7 above. This will allow the Board to allot shares without recourse to the Shareholders so that it can move quickly from time to time as it deems appropriate. This authority, if approved, will terminate at the conclusion of the Company's next Annual General Meeting or to the extent that such authority is revoked, varied, renewed or extended prior to such date

3. Form of Proxy

Whether you intend to attend the AGM or not, please complete and return the accompanying Form of Proxy to the Company's registrars ("**Registrars**"), Share Registrars Limited, The Courtyard, 17 West Street, Farnham GU9 7DR so as to be received no later than 12 noon on 20 June 2019. By doing so, you will not preclude yourself from attending and voting in person at the AGM.

4. Recommendation

The Board considers each of the proposed resolutions to be in the best interests of the Company and Shareholders as a whole. Accordingly, the Directors unanimously recommend that you vote in favour of all the Resolutions as they intend to do in respect of their own holding of ordinary shares which, in aggregate, amounts to 16,045,262 ordinary shares, representing approximately 4.64 per cent. of the issued share capital of the Company.

Please let me take this opportunity to thank all Shareholders for their continued support.

Yours faithfully

Graham Martin
Non-Executive Chairman
United Oil & Gas Plc

NOTICE OF ANNUAL GENERAL MEETING



United Oil & Gas Plc

(Incorporated and registered in England and Wales with company number 09624969)

NOTICE IS HEREBY GIVEN THAT the 2019 Annual General Meeting ("**AGM**") of United Oil & Gas Plc (the "**Company**") will be held at 200 Strand, London WC2R 1DJ at 12 noon on 24 June 2019 for the purposes of considering and, if thought fit, approving the following Resolutions, of which Resolutions 1 to 7 (inclusive) will be proposed as Ordinary Resolutions and Resolution 8 as a Special Resolution:

Ordinary Resolutions

1. To receive the Company's financial statements for the year ended 31 December 2018 together with the reports of the Directors and the auditors thereon.
2. To re-appoint UHY Hacker Young LLP as auditors of the Company to hold office from the conclusion of the AGM until the conclusion of the next general meeting at which accounts are laid before the Company and to authorise the Directors to determine the remuneration of the auditors.
3. To re-elect Brian Larkin as a Director.
4. To re-elect Jonathan Leather as a Director.
5. To re-elect Alberto Cattaruzza as a Director.
6. To re-elect Graham Martin as a Director.
7. THAT, in accordance with section 551 of the Companies Act 2006 ("**CA 2006**"), the Directors be generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company up to an aggregate nominal amount of £1,152,046.62 (equal to approximately one third of the nominal value of the issued share capital of the Company at the date of this notice) provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the conclusion of the next Annual General Meeting of the Company save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or rights to subscribe for or to convert any security into shares in the Company to be granted and the Directors may allot shares or grant rights to subscribe for or to convert any security into shares in the Company in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

This authority revokes and replaces all unexercised authorities previously granted to the Directors but without prejudice to any allotment of shares or grant of such rights already made or offered or agreed to be made pursuant to such authorities.

Special Resolution

8. THAT, subject to the passing of resolution 7 set out above and in accordance with section 570 and section 573 of the CA 2006, the Directors be generally empowered to allot equity securities (as defined in section 560 of the CA 2006) for cash pursuant to the authority conferred by resolution 7 or by way of a sale of treasury shares, as if section 561(1) of the CA 2006 did not

apply to any such allotment or sale, provided that such power shall be limited to allotments of equity securities and the sales of treasury shares:

- (a) in connection with rights issues or open offers to the holders of shares in the Company and other persons entitled to participate therein in proportion (as nearly as practicable) to their respective holdings, subject to such exclusions or other arrangements as the Directors may consider necessary or expedient to deal with fractional entitlements or legal or practical problems under the laws of any territory or the regulations or requirements of any regulatory authority or any stock exchange in any territory; and
- (b) otherwise than pursuant to sub-paragraph (a) above, up to an aggregate nominal amount of £1,152,046.62 (equal to approximately one third of the nominal value of the issued share capital of the Company at the date of this notice);

and such power shall expire upon the expiry of the authority conferred by resolution 7 set out above, save that the Directors shall be entitled to make offers or agreement before the expiry of such power which would or might require equity securities to be allotted or treasury shares to be sold after such expiry, and the Directors may allot equity securities or sell treasury shares in pursuance of any such offer or agreement as if the power conferred by this resolution had not expired.

By order of the Board:

Brian Larkin
Company Secretary

Dated: 30 May 2019

Registered office:
200 Strand
London
WC2R 1DJ

NOTES

1. A member entitled to attend and vote at the above meeting is entitled to appoint one or more proxies to exercise all or any of their rights to attend, speak and vote at the meeting. A proxy need not be a member of the Company. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares, in which case you should specify the number of shares in respect of which each proxy is entitled to exercise their rights. You may not appoint more than one proxy to exercise the rights attached to any one share. A corporate member is also entitled to authorise a person or persons to act as its representative or representatives at the meeting with the entitlement to exercise on behalf of the member the same powers as the member could exercise, if it were an individual member of the Company.
2. A form of proxy is enclosed for use at the above meeting. Completion and return of the form of proxy will not prevent a member from attending the meeting and voting in person. To be effective, the form of proxy, duly executed, must be lodged at the address shown on the form of proxy not later than 48 hours before the time of the meeting (excluding non-business days).
3. The right to vote at the meeting is determined by reference to the Company's register of members ("Register") as at 12 noon on 20 June 2019. Changes to entries on the Register after that time will be disregarded in determining the rights of any member to attend and vote at the meeting.
4. It is possible for you to submit your proxy votes online. Further information on this service can be seen below under the heading "Electronic voting".
5. As at 5.00 p.m. on 30 May 2019, being the latest practicable date prior to the publication of this Notice, the Company's issued share capital comprised 345,613,985 ordinary shares of £0.01 each. Each ordinary share carries the right on a poll to one vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company as at 5.00 p.m. on 30 May 2019 is 345,613,985. Voting on the resolutions will be conducted by way of a show of hands.
6. As a member, you have the right to put questions at the meeting relating to the business being dealt with at the meeting. Any joint holder may vote at the meeting, either personally or by proxy, and if more than one holder is present the one whose name stands first in the Register shall be entitled to vote.
7. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the meeting and any adjournment(s) thereof by utilising the procedures described in the CREST Manual which can be viewed at www.euroclear.com. 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.
8. In order for a proxy appointment made or instructions by means of CREST to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's ("EUI") specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the issuer's agent ID (7RA36) by the latest time for the receipt of proxy appointments specified in note 3 above. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.
9. CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) 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.
10. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001 (as amended).

Electronic voting

The Company actively encourages Shareholders to cast their vote electronically. You can do so by visiting www.shareregistrars.uk.com and following the online instructions. Through the website Shareholders will be able to access the Registrars' Portal, on which they will be able to register to be able to vote. For security reasons, registration is a two-stage authentication process. Once registered, Shareholders will be able to vote online via the platform. Alternatively, Shareholders can submit their completed Form of Proxy electronically by emailing the same to voting@shareregistrars.uk.com.