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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 9 Upper Pembroke Street, Dublin 02 KR83, Ireland at 11:00 a.m. on 29 June 2020 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.

Alternatively, Shareholders can submit their completed Form of Proxy electronically by emailing the same to voting@shareregistrars.uk.com. Due to the on-going coronavirus (COVID-19) outbreak, and in particular, the current UK Government guidance on social distancing and prohibiting non-essential travel and public gatherings, it will not be possible for shareholders, or their appointed proxies (apart from the Chairman of the AGM) to attend this year's AGM in person. It should be strongly emphasised that shareholders can still exercise their votes by following the instructions set out in the explanatory notes to this notice on pages 7 and 8.



United Oil & Gas Plc

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

Registered Office:

200 Strand
London
WC2R 1DJ

29 May 2020

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

Dear Shareholders,

NOTICE OF 2020 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 9 Upper Pembroke Street, Dublin O2 KR83, Ireland at 11:00 a.m. on 29 June 2020. 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.

Due to the on-going coronavirus (COVID-19) outbreak, and in particular, the current UK Government guidance on social distancing and prohibiting non-essential travel and public gatherings, it will not be possible for shareholders, or their proxies (other than the Chairman of the AGM), to attend this year's AGM in person. As the AGM will have a purely functional format in order to meet the minimum legal requirements for a valid meeting, if a member wishes to appoint a proxy, they are strongly advised to appoint the Chairman of the AGM as their proxy. We recommend our shareholders to complete, sign and return the accompanying Form of Proxy to our Registrars as soon as possible, but in any event, not later than 11:00 a.m. on 25 June 2020. Alternatively, Shareholders can submit their completed Form of Proxy electronically by emailing the same to voting@shareregistrars.uk.com.

Further details of voting instructions can be found at pages 7 and 8.

2. Matters for consideration at the AGM

The following Resolutions are to be proposed at the AGM.

Resolution 1 Receiving the Accounts

The board of directors of the Company recommends the receiving of the accounts for the year ended 31 December 2019, 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 Graham Martin 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 Brian Larkin 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 Jonathan Leather 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 David Quirke who retires at the AGM, and being eligible, offers himself for re-election.

Resolution 7 Re-election of Director

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

Resolution 8 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 9 Electronic communication

Resolution 9 provides that the Company may send or supply documents or information (the “**Documents or Information**”) to its shareholders by making them available on a website as notified by the Company.

Increased use of electronic communications will deliver significant savings to the Company in terms of administration, printing and postage costs, as well as speeding up the provision of information to shareholders. The reduced use of paper will also have environmental benefits.

The procedure for accepting the supply of Documents or Information via the Company’s website (“**Website**”) is outlined below. Please note that if we do not receive a response from you within 28 days of the date of this letter, then you will be taken to have agreed that the Company may send or supply the Documents or Information via the Website. Therefore, if you agree to the Company sending or supplying the Documents or Information to you via the Website, you need take no further action in relation to this part of the letter.

If you would prefer to receive the Documents or Information in paper form or by email, you will need to let us know by completing the reply slip accompanying this letter and returning it to the Company at 9 Upper Pembroke Street, Dublin 02 KR83, Ireland or by email to info@uogplc.com.

We will notify you when the Documents or Information are available to access on the Website and we will provide you with:

- The address of the Website;
- The place on the Website where the Documents or Information may be accessed; and

- Details of how to access the Documents or Information.

Please note that there may be certain circumstances in which the Company needs to send Documents or Information to you in hard copy rather than by Website or email, in which case the Company reserves the right to do so. In addition, shareholders may request in writing to the Company at any time in future to receive the Documents or Information in paper form.

Resolution 10 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 10 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 £2,063,486, 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 11 Disapplication of pre-emption rights

This is a special resolution authorising the Directors to issue equity securities up to an aggregate nominal amount of £2,063,486 for cash on a non pre-emptive basis pursuant to the authority conferred by Resolution 10 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.

3. Temporary Measures due to Covid-19

Due to the on-going coronavirus (COVID-19) outbreak, and in particular, the current UK Government guidance on social distancing and prohibiting non-essential travel and public gatherings, it will not be possible for shareholders, or their appointed proxies (other than the Chairman of the Meeting) to attend this year's AGM in person. The business of the AGM will be confined to the formal business only and the Company will make arrangements for the minimum number of shareholders in attendance to satisfy the minimum quorum requirements for the Meeting.

In the event that further disruption to the AGM becomes unavoidable or there are any changes to the current AGM arrangements, the Company will announce any changes to the Meeting (such as timing or venue) as soon as reasonably practicably through a Regulatory Information Service and the Company's website.

4. Form of Proxy

The Company encourages Shareholders to vote on the Resolutions or to appoint the Chairman of the AGM as a proxy to vote on their behalf. Shareholders can vote on the Resolutions using an online portal, following the procedure below.

- 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.
- Shareholders can submit their completed Form of Proxy electronically by emailing the same to voting@shareregistrars.uk.com

- Completing and returning the Form of Proxy to 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

5. 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.

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 2020 Annual General Meeting ("**AGM**") of United Oil & Gas Plc (the "**Company**") will be held at 9 Upper Pembroke Street, Dublin 02 KR83, Ireland at 11:00 a.m. on 29 June 2020 for the purposes of considering and, if thought fit, approving the following Resolutions, of which Resolutions 1 to 10 (inclusive) will be proposed as Ordinary Resolutions and Resolution 11 as a Special Resolution:

Ordinary Resolutions

1. To receive the Company's financial statements for the year ended 31 December 2019 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 Graham Martin as a Director.
4. To re-elect Brian Larkin as a Director.
5. To re-elect Jonathan Leather as a Director.
6. To re-elect David Quirke as a Director.
7. To re-elect Stewart MacDonald as a Director.
8. To re-elect Alberto Cattaruzza as a Director.
9. THAT, the Company may send or supply documents or information to its shareholders by making them available on a website as notified by the Company.
10. 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 and/or grant rights to subscribe for or to convert any security into shares in the Company up to an aggregate nominal amount of £2,063,486 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.

Special Resolution

11. THAT, subject to the passing of resolution 10 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 10 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 £2,063,486;

and such power shall expire upon the expiry of the authority conferred by resolution 10 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:

David Quirke
Company Secretary

Dated: 29 May 2020

Registered office:
200 Strand
London
WC2R 1DJ

NOTES

1. A member entitled to attend and vote at the 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. Due to the on-going coronavirus (COVID-19) outbreak, and in particular, the current UK Government guidance on social distancing and prohibiting non-essential travel and public gatherings, proxies (other than the Chairman of the AGM) will not be permitted to attend the AGM in person. As a result, if a member wishes to appoint a proxy, they are strongly advised to appoint the Chairman of the AGM as their proxy.
3. 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).
4. The right to vote at the Meeting is determined by reference to the Company's register of members ("Register") as at 11:00 a.m. on 25 June 2020. 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.
5. 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".
6. As at 5.00 p.m. on 29 May 2020, being the latest practicable date prior to the publication of this Notice, the Company's issued share capital comprised 619,153,969 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 29 May 2020 is 619,153,969. Voting on the resolutions will be conducted by way of a show of hands.
7. 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.
8. 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.
9. 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.
10. 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.
11. 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.