



Europa Oil & Gas (Holdings) PLC

Notice of Annual General Meeting 2026

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt about the contents of this document or the action you should take you should consult a person authorised under the Financial Services and Markets Act 2000 who specialises in advising on the acquisition of shares and other securities before taking any action. The whole of the text of this document should be read. Investment in the Company is speculative and involves a high degree of risk.

If you have sold or transferred all of your ordinary shares in the Company, you should forward this document and the Form of Proxy to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Notice convening the Annual General Meeting of the Company to be held on Monday 29 June 2026 at 11.00 a.m. at the Hellenic Centre, 16-18 Paddington Street, London, W1U 5AS is set out on pages 4 to 5 of this document.

A Form of Proxy accompanies this document. **To be valid, the Form of Proxy must be completed and returned so as to be received** at the offices of the Company's registrars, Computershare Investor Services PLC at The Pavilions, Bridgwater Road, Bristol, BS99 6ZY **no later than 11.00 a.m. on 25 June 2026**. The completion and depositing of a Form of Proxy will not preclude you from attending and voting in person at the Annual General Meeting should you wish to do so.

KEY TIMES AND DATES

Date of dispatch of this document	5 June 2026
Latest time and date for receipt of forms of proxy	11.00 a.m. on 25 June 2026
Annual General Meeting to be held	11.00 a.m. on 29 June 2026



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HOW TO VOTE

Your vote matters. If you cannot attend, please vote your shares by proxy. Even if you do plan to attend, please cast your vote by proxy to ensure it is still counted in case your plans change. The completion and depositing of a Form of Proxy will not preclude you from attending and voting in person at the Annual General Meeting should you wish to do so. You are strongly advised to appoint the Chair of the meeting as your proxy to ensure that your vote is counted.

A Form of Proxy accompanies this document. To be valid, it must be completed and signed in accordance with the instructions printed on it and returned to the Company’s registrars, Computershare Investor Services, at:

The Pavilions, Bridgwater Road, Bristol, BS99 6ZY

as soon as possible but in any event so as to arrive no later than 11.00 a.m. on 25 June 2026.

Shareholders who hold their shares in the Company through CREST are referred to the Shareholder Notes on page 6.

HOW TO ATTEND

The meeting will be held in The Boardroom at The Hellenic Centre, 16-18 Paddington Street, Marylebone, London, W1U 5AS. The nearest Underground station is Baker Street.

Please check the notes on page 6 to see what you must bring with you.

VIRTUAL ATTENDANCE

The AGM will be streamed online in order to allow those shareholders who are unable to attend to follow proceedings and hear the presentation by management at the same time as those in attendance. Whilst on this occasion members will not be able to vote via virtual attendance, there will be the opportunity to ask questions during the presentation segment of the meeting. To register please visit:

<https://engageinvestor.com/event/6a102fce30643ce5431bdc91>

We strongly encourage you to submit any questions ahead of the meeting.

DEFINITIONS

The following definitions apply through this document unless the context requires otherwise

“Annual General Meeting” or “AGM”	The annual general meeting of the Company convened for 29 June 2026 at 11.00 a.m. pursuant to the Notice of AGM
“Board” or “Directors”	The directors of the Company as at the date of this document
“Company”	Europa Oil & Gas (Holdings) PLC
“Form of Proxy”	The form of proxy accompanying this document for use in connection with the AGM
“Notice of AGM”	The notice of Annual General Meeting which is set out later in this document
“Ordinary Shares”	Ordinary shares of 1 pence each in the capital of the Company
“Resolutions”	The resolutions set out in the Notice of AGM
“Members”	Holders of Ordinary Shares

EUROPA OIL & GAS (HOLDINGS) PLC

(Incorporated and registered in England and Wales with registered no. 05217946)



Registered office:
54 Charlotte Street
London
W1T 2NS

5 June 2026

Notice of Annual General Meeting 2026

Dear Member,

I am pleased to be writing to you with details of the Company's AGM to be held at 11:00 a.m. on 29 June 2026 in The Boardroom at The Hellenic Centre, 16-18 Paddington Street, Marylebone, London, W1U 5AS, and I look forward to welcoming you there.

The business of the AGM this year comprises certain resolutions that we regularly put to our shareholders for approval. Resolutions 1 through 5 are proposed as Ordinary Resolutions and in order to be passed require at least half of votes cast to be in favour.

We also ask for authority from you to permit the Board to allot shares in the Company in certain circumstances, sometimes without first offering those shares to existing shareholders, and as such we are proposing Resolution 6 as a Special Resolution which, in order to be passed, requires at least three quarters of votes cast to be in favour. We wish to comply with the spirit of institutional guidelines as an AIM quoted company, maintain maximum flexibility, and ensure that we have the capacity to raise further capital if needed at the most advantageous price and thereby with minimal dilution. These Resolutions are designed to enable your Board to do that.

The Resolutions themselves are set out in the Notice of AGM, and further explanation of each is set out in the Notes that follow.

The Board considers that the Resolutions being put forth at the AGM will promote the success of the Company and are in the best interests of the Company and its shareholders as a whole. The directors unanimously recommend that you vote in favour of the Resolutions as they intend to do in respect of their own beneficial holdings amounting to approximately 6.76% of the ordinary share capital of the Company as at the date of this letter.

The directors invite all shareholders to vote now by lodging your proxy vote, either online or using the Form of Proxy.

We recognise that many of our members are unable to attend the AGM and so for the first time, the meeting will be live-streamed. Whilst, at least on this occasion, members will not be able to cast votes by virtual attendance, they will be able to watch proceedings in real time including the presentation by management and submit questions during that segment. As we expect there to be significant interest, we strongly encourage you to submit any questions ahead of the meeting in order to have the best chance of the Board being able to address the question during the meeting. To register please visit:

<https://engageinvestor.com/event/6a102fce30643ce5431bdc91>

Yours sincerely

Bo Kroll

Chairman



Notice of AGM

Notice is hereby given that the 2026 AGM of Europa Oil & Gas (Holdings) PLC will be held in The Boardroom at the Hellenic Centre, 16-18 Paddington Street, London, W1U 5AS at 11:00 a.m. on Monday 29 June 2026 for the purpose of considering and, if thought fit, passing the following resolutions, 1 to 5 being Ordinary Resolutions and 6 being a Special Resolution.

Terms not otherwise defined in this Notice shall have the meanings set out in the letter dated 5 June 2026 from the Chairman of the Company with which this Notice is enclosed.

Ordinary Resolutions:

1. THAT the Annual Report and Accounts of the Company for the 17-month period ended 31 December 2025 be received and adopted.
2. THAT the auditors of the Company, PKF Littlejohn LLP, be re-appointed to hold office until the conclusion of the next AGM at which the accounts are laid before the Company and the Directors be authorised to fix the auditors' remuneration.
3. THAT Mr. William Holland who retires in accordance with the Articles of Association of the Company (the "Articles") be re-elected as a director of the Company.
4. THAT Mr. Simon Ashby-Rudd who retires in accordance with the Articles be re-elected as a director of the Company.
5. THAT the directors be and they are hereby generally and unconditionally authorised pursuant to and in accordance with section 551 of the Companies Act 2006 to allot new Ordinary Shares or grant rights to subscribe for or to convert any security into new Ordinary Shares (together "**Relevant Securities**") up to an aggregate nominal amount of £1,316,000 provided that this authority shall expire at the conclusion of the next annual general meeting of the Company or 15 months after the passing of this Resolution (whichever is earlier) except that the directors may before such expiry make an offer or agreement which would or might require Relevant Securities or equity securities as the case may be to be allotted after such expiry and the directors may allot Relevant Securities or equity securities in pursuance of such offer or agreement as if the authority in question had not expired.

Special Resolution:

6. THAT, subject to the passing of Resolution 6, the directors be and are hereby generally and unconditionally empowered in accordance with sections 570 and 573 of the Act to allot equity securities (as defined in section 560 of the Act) for cash, pursuant to the authority conferred by Resolution 5 as if section 561 of the Act did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities up to an aggregate nominal amount of £1,316,000 and shall expire upon the expiry of the general authority conferred by Resolution 5 above, except that the directors may prior to such expiry make an offer or agreement which would or might require equity securities to be allotted or granted after such expiry and the directors may allot such equity securities in pursuance of such offer or agreement as if the authority hereby conferred had not expired.

By order of the Board

Louise Armstrong
Company Secretary

5 June 2026

NOTES TO RESOLUTIONS

Defined terms in these notes shall have the same meaning as in the Notice of AGM

Notes to Resolution 1 - Reports and accounts

The Board will present its reports and accounts for the 17-month period ended 31 December 2025, as contained in the Annual Report. A copy of the annual report and accounts is either enclosed with this document or available on the Company's website.

Notes to Resolution 2 - Re-appointment and remuneration of auditors

Resolution 2 relates to the re-appointment of PKF Littlejohn LLP as the Company's auditors to hold office until the next Annual General Meeting of the Company and authorises the directors to set the auditors' remuneration.

Notes to Resolutions 3 & 4 - Re-election of directors

These Resolutions deal with the re-election of William Holland and Simon Ashby-Rudd as directors of the Company, both of whom retire by rotation in accordance with the Company's Articles of Association and offer themselves for re-election.

Biographical details are set out on the Company's website at: <http://www.europaoil.com/directors.aspx>

Notes to Resolutions 5 & 6 - Directors' authority to allot shares

General explanation:

Section 561(1) of the Companies Act 2006 requires that, on an allotment of new shares for cash, such shares must first be offered to existing shareholders in proportion to the number of shares that they each hold at that time.

These Resolutions seek limited authority from members for the Company to allot shares, and limited authority to allot shares without first offering them to existing shareholders. They enable the Company to raise capital quickly and easily when needed, giving the best chance of achieving the best possible price in a raise and thereby minimising dilution, and also permit the Company to allot shares as consideration in a transaction. The Directors seek these authorities to allot shares at the AGM in order to allow as much prudent flexibility as possible in the interests of the Company and its shareholders as a whole.

Resolution 5 – Authority to allot

The directors are seeking general authority in accordance with section 551 of the Companies Act 2006 to allot ordinary shares in the capital of the Company (and/or rights to subscribe for or to convert any security into such ordinary shares) up to a maximum nominal amount of £1,316,000 representing approximately 10% of the Company's issued share capital as at 4 June 2026 (being the latest practicable date prior to publication of this document). For information, as at that date the Company holds no treasury shares.

Resolution 6 – Disapplication of statutory pre-emption rights

Resolution 6 will empower the Company to allot Ordinary Shares for cash on a non-pre-emptive basis up to a maximum nominal value of £1,316,000, representing an authority to allot approximately 10% of the issued ordinary share capital of the Company as at 4 June 2026 but with such maximum amount to be reduced by the nominal amount of any equity securities allotted under Resolution 5. This resolution gives the Company the best chance of raising equity at the highest price possible and thereby minimising dilution. However, as with the equity placing announced on 10 February 2026, it is the intention of the Company to follow any institutional placing that may be secured as a result of this Resolution 6 passing, with a retail offer on the same terms.

The authority conferred pursuant to Resolutions 5 and/or 6 will expire at the conclusion of the next AGM or 15 months after passing, whichever is the earlier.

SHAREHOLDER NOTES

- To attend, speak and vote at the AGM you must be a registered holder of shares at 11.00 a.m. on Thursday 25 June 2026. Your voting entitlement will depend on the number of shares you hold at that time.
- A member entitled to attend and vote at the above meeting convened by the above notice shall be entitled to appoint a proxy (or proxies) to attend, speak and vote in his place. A form of proxy has been sent to all shareholders. You may appoint more than one proxy provided that each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, please contact the Company's Registrars (details below). Such proxy need not be a member of the Company.
- To be valid, the form of proxy (together with the power of attorney or other authority, if any, under which it is signed or a copy certified by a notary of such power or authority) must be completed in accordance with the instructions set out on the form and deposited at or posted to the offices of the Company's registrars, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY as soon as possible and, in any event, so as to be received by no later than 11.00 a.m. on 25 June 2026. If you hold your shares in uncertificated form, you may use the CREST electronic proxy appointment service as described below.
- If you wish to attend the meeting in person, you must bring some form of photographic identification. If you are attending as a representative of a member you must also bring evidence of your appointment to represent that member – this includes people appointed as proxies, corporate representatives and those with power of attorney. If in doubt about what documents you will need in order to be admitted, please contact the Company's Registrars well before the meeting for clarification.
- The AGM is a private meeting of members and their representatives. Guests are not entitled to attend the AGM as of right but they may be permitted entry at the absolute discretion of the Company at all times. You must contact the Company in advance if you would like to bring a guest: mail@europaoil.com
- If you hold shares through a broker or nominee you will need to ask that broker or nominee to appoint you either as a proxy or as a corporate representative. If they appoint you as a proxy, the appointment must be notified to the Registrar by 11.00 a.m. on Thursday 25 June 2026. 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 you will need to bring that letter with you to the AGM along with photographic proof of ID. **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 AGM. Please note that proxies and corporate representatives may not bring guests to the AGM.**
- In the case of joint holders, the vote of the senior holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of any other joint holders. For these purposes, seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.
- In the case of a corporation, the form of proxy must be executed under its common seal or signed on its behalf by a duly authorised attorney or duly authorised officer of the corporation.
- CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a 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.
- 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 UK & Ireland Limited's specifications, and must contain the information required for such instruction, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID 3RA50) by no later than 11.00 a.m. on 25 June 2026. 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 Application Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
- CREST members and, where applicable, their CREST sponsors, or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular message. 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, 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 system 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 as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001