

## Notice of Annual General Meeting

**NOTICE IS HEREBY GIVEN** that the 2017 Annual General Meeting (**Meeting**) of Hurricane Energy plc (**Company**) will be held at The Science Suite, Royal Society of Chemistry, Burlington House, Piccadilly, London, W1J 0BA on Wednesday 7 June 2017 at 11.00 a.m. for the following purposes:

### Ordinary Resolutions

To consider and, if thought fit, to pass the following resolutions, which will be proposed as ordinary resolutions:

1. To receive the Annual Report and Group Financial Statements of the Company and reports thereon of the directors and auditors for the year ended 31 December 2016.
2. To re-appoint Deloitte LLP as the Company's auditors until the next Annual General Meeting and to authorise the directors to agree their remuneration.
3. To re-elect Alistair Stobie as a director of the Company who retires by rotation pursuant to article 64 of the Company's articles of association.
4. To re-elect Neil Platt as a director of the Company who retires by rotation pursuant to article 64 of the Company's articles of association.
5. That, in accordance with section 551 of the Companies Act 2006 (**Companies Act**), the directors of the Company be generally and unconditionally authorised to exercise all the powers of the Company to allot shares in the Company (**Shares**) or grant rights to subscribe for, or to convert any security or other convertible instrument into, Shares (**Rights**) up to an aggregate nominal amount of £60,149.40. The authority conferred by this Ordinary Resolution 5 shall expire on the earlier of the conclusion of the 2018 Annual General Meeting of the Company and 30 June 2018, but the Company may before expiry make an offer or agreement which would or might require Shares to be allotted or Rights to be granted after the expiry date, and the directors of the Company may allot Shares or grant Rights in pursuance of such an offer or agreement as if the power conferred by this Ordinary Resolution 5 had not expired.

Ordinary Resolution 5 revokes and replaces all unexercised authorities previously granted to the directors to allot Shares or grant Rights but without prejudice to any allotment of Shares or grant of Rights already made, offered or agreed to be made pursuant to such authorities.

### Special Resolution

To consider and, if thought fit, to pass the following resolution, which will be proposed as a special resolution:

6. To empower the directors, subject to the passing of Ordinary Resolution 5 and in accordance with section 570 of the Companies Act, to allot equity securities (as defined in section 560 of the Companies Act) for cash pursuant to the general authority conferred by Ordinary Resolution 5, as if section 561(1) of the Companies 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 £60,149.40.

The relevant authority granted pursuant to this Special Resolution 6 shall, unless renewed, varied or revoked by the Company, expire on the earlier of the conclusion of the 2018 Annual General Meeting of the Company and 30 June 2018, save that the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this Special Resolution 6 has expired.

By order of the Board:

A handwritten signature in black ink, appearing to be 'R. Arnott', written over a horizontal line.

Dr. Robert Arnott  
Chairman  
Hurricane Energy plc

5 May 2017

Registered Office:  
The Wharf  
Abbey Mill Business Park  
Lower Eashing, Godalming  
Surrey, GU7 2QN



## Notes to the Notice of Annual General Meeting

1. Only those members who are entered in the register of members of the Company as at 6.00 p.m. on 5 June 2017, or in the event the Meeting is adjourned, at 6.00 p.m. on the day before the adjourned meeting, shall be entitled to attend and vote at the Meeting in respect of the number of shares registered in their names at that time. Changes to entries in the register of members of the Company after 6.00 p.m. on 5 June 2017, or, in the event that the Meeting is adjourned, after 6.00 p.m. on the day before the adjourned meeting, shall be disregarded in determining the rights of any person to attend and vote at the Meeting. This is the time specified by the Company for the purposes of Regulation 41 of the Uncertificated Securities Regulations 2001.
2. A member is entitled to appoint another person as his proxy to exercise all or any of his rights to attend, to speak and to vote at the Annual General Meeting. A member may appoint more than one proxy in relation to the Meeting, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by him. To appoint more than one proxy, you will need to complete a separate proxy form in respect of each appointment. A proxy need not be a member of the Company. A form of proxy for the Meeting is enclosed.
3. Details of how to appoint the Chairman of the Meeting or another person as your proxy using the proxy form are set out in the notes to the proxy form.
4. If you do not give your proxy an indication of how to vote on any resolution, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the Meeting.
5. Appointment of a proxy does not preclude you from attending the Meeting and voting in person. If you have appointed a proxy and attend the Meeting in person, your proxy appointment will automatically be terminated.
6. To appoint a proxy using the proxy form, the form must be:
  - completed and signed;
  - sent or delivered to the Company's registrars at Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY; and
  - received by the Company's registrars no later than 11.00 a.m. on 5 June 2017.

In the case of a member which is a company, the proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.

Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.

7. You can appoint a proxy electronically by going to [www.investorcentre.co.uk/eproxy](http://www.investorcentre.co.uk/eproxy) and following the online instructions. For an electronic proxy appointment to be valid, your appointment must be logged on the website using the details contained in your proxy form no later than 11.00 a.m. on 5 June 2017.
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) of it by using the procedures described in the CREST Manual (available from <https://www.euroclear.com/site/public/EUI>). 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.

In order for a proxy appointment made 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 number 3RA50) by not later than 48 hours (excluding non-working days) before the time appointed for holding the meeting. 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.

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.

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.

9. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).
10. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.
11. To change your proxy instructions simply submit a new proxy appointment using the methods set out above or contact Computershare Investor Services PLC on 0370 707 1733. Note that the cut-off time for receipt of proxy appointments (see above) also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.