

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. IF YOU ARE IN ANY DOUBT AS TO WHAT ACTION TO TAKE, YOU SHOULD CONSULT YOUR STOCKBROKER, SOLICITOR, ACCOUNTANT OR OTHER APPROPRIATE INDEPENDENT PROFESSIONAL ADVISOR AUTHORISED UNDER THE FINANCIAL SERVICES AND MARKETS ACT 2000 (AS AMENDED) WHO SPECIALISES IN ADVISING IN CONNECTION WITH SHARES AND OTHER SECURITIES. IF YOU ARE OUTSIDE THE UK, YOU SHOULD IMMEDIATELY CONSULT AN APPROPRIATELY AUTHORISED INDEPENDENT FINANCIAL ADVISOR.**

If you have sold or otherwise transferred all your shares in Block Energy PLC (the “**Company**”) please forward this document to the person through whom the sale or transfer was effected, for transmission to the purchaser or transferee.

---

**BLOCK ENERGY PLC**

*(incorporated in England and Wales under the Companies Act 2006 with registered number 05075088)*

**Notice of a General Meeting**

**requisitioned pursuant to section 303 of the Companies Act 2006**

to be held at

**Landmark Office Space, 33 Cavendish Square, London W1G 0PW**

on

**11 August 2021 at 10:00 am**

---

**THE BOARD RECOMMENDS THAT SHAREHOLDERS VOTE AGAINST ALL OF THE RESOLUTIONS AT THE GENERAL MEETING**

The formal Notice of the General Meeting of the Company which has been convened for **10:00 a.m. on 11 August 2021** (the “**General Meeting**”), is set out on page 8 of this document. All references to time in this document shall be to the relevant time in the United Kingdom.

## HOW TO VOTE

Please register your proxy vote by completing and signing the Form of Proxy accompanying this Notice in accordance with the instructions set out thereon and returning the Form of Proxy to Share Registrars Limited, by email to [voting@shareregistrars.uk.com](mailto:voting@shareregistrars.uk.com), by post or by hand (during normal business hours and by appointment only) at the following address: The Courtyard, 17 West Street, Farnham, Surrey, GU9 7DR, as soon as possible, but in any event so as to be received by no later than 48 hours (excluding non-Business Days) before the appointed time for the General Meeting (being 10:00 a.m. on 11 August 2021). Unless the Form of Proxy is returned by the relevant time specified in the foregoing sentence, or in the event that the General Meeting is adjourned, not later than 48 hours (excluding non-Business Days) before the time fixed for the holding of the adjourned meeting, they will be invalid.

Shareholders who hold their shares through CREST and who wish to appoint a proxy for the General Meeting or any adjournment(s) thereof may do so by using the CREST proxy voting service in accordance with the procedures set out in the CREST manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider, should refer to that CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf. Proxies submitted via CREST must be received by the Registrar by no later than 48 hours (excluding non-Business Days) before the appointed time for the General Meeting (being 10:00 a.m. on 11 August 2021).

### EXECUTIVE SUMMARY

- Why have I received this Notice?** The Board is required to call a general meeting of the Company following a Requisition Notice received from Forest Nominees Limited (on behalf of G.P. (Jersey) Limited), a Shareholder holding 31,308,000 ordinary shares in the Company, constituting approximately 5.01% of the Company's issued ordinary share capital and the voting rights in the Company as at the date of the Requisition Notice.
- The General Meeting will be held at 10:00 a.m. on 11 August 2021 at Landmark Office Space, 33 Cavendish Square, London W1G 0PW.
- What is the meeting about?** The General Meeting is required to consider the following Resolutions proposed by Forest Nominees Limited (on behalf of G.P. (Jersey) Limited):
1. That Philip Dimmock be removed from office as a director of the Company with immediate effect.
  2. That Charles Valceschini be appointed as non-executive Chairman of the Company with immediate effect.
- What is the Board recommending?** The Board unanimously recommends that Shareholders **VOTE AGAINST** all of the Resolutions.
- Why should I vote against the Resolutions?** The Board believes that Shareholders' interests are best served by a Board that is independent of the Shareholder Group. It should be chaired by a chairman selected by the Board and independent of the Shareholder Group, and therefore not proposed by them or any other particular shareholder. Philip Dimmock has already demonstrated his independence and his value to the Company.
- How will the General Meeting be held?** The General Meeting will be held as an open meeting.

**How do I vote?**

You can vote on all Resolutions in advance of the General Meeting by registering your proxy vote. Please register your proxy vote by completing and signing the Form of Proxy accompanying this Notice in accordance with the instructions set out thereon and returning the Form of Proxy to Share Registrars Limited, by email to [voting@shareregistrars.uk.com](mailto:voting@shareregistrars.uk.com), by post or by hand (during normal business hours and by appointment only) at the following address: The Courtyard, 17 West Street, Farnham, Surrey, GU9 7DR, as soon as possible, but in any event so as to be received by no later than 48 hours (excluding non-Business Days) before the appointed time for the General Meeting (being 10:00 a.m. on 11 August 2021).

Shareholders who hold their shares through CREST and who wish to appoint a proxy for the General Meeting or any adjournment(s) thereof may do so by using the CREST proxy voting service in accordance with the procedures set out in the CREST manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider, should refer to that CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf. Proxies submitted via CREST must be received by the Registrar by no later than 48 hours (excluding non-Business Days) before the appointed time for the relevant Meeting (being 10:00 a.m. on 11 August 2021).

**How can I ask questions?**

Questions should be submitted in writing to [info@blockenergy.co.uk](mailto:info@blockenergy.co.uk) by 10:00 a.m. on 9 August 2021.

**What is the timetable?**

Date of Receipt of Requisition Notice	2 July 2021
Date of this Notice	23 July 2021
Latest time and date for submission of questions	10:00 a.m. on 9 August 2021
Latest time and date for receipt of proxy forms	10:00 a.m. on 9 August 2021
Time and date of requisitioned General Meeting	10:00 a.m. on 11 August 2021

**FROM THE CHIEF EXECUTIVE OFFICER OF THE BOARD**

**BLOCK ENERGY PLC**

*(Incorporated in England and Wales with Registered No. 05356303)*  
Registered office: 6th Floor 60 Gracechurch Street, London, EC3V 0HR

23 July 2021

Dear Shareholder,

**Notice of requisitioned General Meeting**

On 2 July 2021, the Board of Block Energy PLC received a Requisition Notice from Forest Nominees Limited (on behalf of G.P. (Jersey) Limited), requesting the Board to convene a General Meeting of Block Energy PLC (the “**Company**”) for the purpose of considering resolutions to remove Philip Dimmock (non-executive Chairman of the Company) from office as a director of the Company, and to appoint Charles Valceschini (a non-executive director of the Company) as non-executive Chairman of the Company with immediate effect.

As a matter of company law, and, in particular, in accordance with the provisions of section 303 of the Companies Act 2006, the Board is required to convene a General Meeting following the receipt of requisition notices from Shareholders holding at least 5% of the Company’s issued share capital.

As at the date of the Requisition Notice, Forest Nominees Limited disclosed that it was the holder of 31,308,000 ordinary shares in the Company, representing approximately 5.01% of the total voting rights of all members of the Company as at the date of the Requisition Notice. It is a requirement (under section 304 of the Companies Act 2006) that the Board calls a General Meeting within 21 days of the date of the Requisition Notice. The formal Notice of the General Meeting is set out on page 8 of this document.

The Requisition Notice includes the following resolutions to be considered and, if thought fit, approved at the General Meeting as ordinary resolutions:

- (A) **THAT** Philip Dimmock be removed from office as a director of the Company with immediate effect.
- (B) **THAT** Charles Valceschini be appointed as non-executive Chairman of the Company with immediate effect.

The purpose of this letter is to explain the impact that the actions of Forest Nominees Limited and/or G.P. (Jersey) Limited will have on the Company, why the Board strongly recommends that you should **VOTE AGAINST** all Resolutions, and the action you need to take to vote.

G.P. (Jersey) Limited, as the beneficial owner of the 31,308,000 ordinary shares held by Forest Nominees Limited has not provided a statement to be circulated with this Notice (“**Statement**”) outlining its position or explaining why the Resolutions have been proposed. Nevertheless, in the event that any such Statement is received, the Company will comply with its obligation to circulate such Statement in accordance with the Companies Act 2006. **Any such Statement and its contents will be reproduced as received and the Board will take no steps to verify its accuracy and will not in any way endorse the Statement or the statements or views contained in it.**

The recommendation set out below has not been given by all members of the Board. The Board has determined that Philip Dimmock and Charles Valceschini are conflicted with respect to both of these Resolutions and, therefore, the recommendation is not given or approved by them.

## Why Shareholders should vote AGAINST the Resolutions:

The current Board composition allows for the continued building of a robust and successful Company that creates significant value for the benefit of all Shareholders. The current Board brings:

1. A track record of delivering value, with net asset value having increased by over 200% from \$9.2 million as of 30 June 2018 to \$29.7 million as of 31 December 2020, and 2P reserves increasing by more than 40-fold over the same period, despite the impact of Covid-19.
2. A clear strategy to unlock the full potential of the Company's significant asset portfolio in Georgia.
3. Established local relationships and deep understanding of how to navigate the complexities of operating in Georgia; and
4. Continuity with the operations team at a critical time in the current, potentially Company-transforming, drilling campaign.

To date, the Company, under the chairmanship of Philip Dimmock, has created significant asset value for Shareholders. Furthermore, Block is currently successfully executing its shareholder-approved strategy of growing both production and its acreage position in Georgia.

The Company has increased production from 15 to 486 boepd between 2018 and Q2 2021, representing a 3,000% increase and established itself as Georgia's leading independent producer through:

1. the transformational acquisition of Schlumberger's Georgian assets in 2020;
2. the drilling campaign in the West Rustavi field; and
3. the strategic partnership with Baker Hughes, which provides key technologies (such as engineering and subsurface support) to execute a portfolio-wide development plan.

The Company has also significantly increased its reserves and resources since 2018 and is pursuing a production led growth strategy focused on three independent themes:

1. Continued development of the West Rustavi field
2. Early-stage development & appraisal of portfolio-wide gas resources
3. Production enhancement of the Company's mature fields

All have scale, with the potential to deliver transformational growth. All have independent risks, so results do not directly impact each other. All are being pursued simultaneously to mitigate Company risk through a production led approach focused on early-stage cash generation.

Following the fundraising in late 2020, supported by over 99% of voting Shareholders, the Company is currently drilling a potentially transformative well designed to target 2.1 million boe of recoverable oil and gas and increase production to over 1,000 boepd, resulting in a material uplift in value and cashflows.

Philip Dimmock, an industry veteran with over 40 years' wide-ranging sector experience, in his role as Chairman has been central to the Company's success to date. He has been instrumental in ensuring high standards of corporate governance and effective decision making for the benefit of all stakeholders, including Shareholders, employees and the people of Georgia who stand to benefit socially and economically from Block's presence. Since its admission to trading on AIM in June 2018 the Company has adopted the QCA Corporate Governance code. It has continually sought to meet the high governance standards expected of publicly traded companies, as reflected by the addition of the Technical Committee, which assures all sub-surface and drilling activity.

The resolutions have been proposed by G.P. (Jersey) Limited, one of a group of Shareholders who have been in regular contact with the Board over an extended period of time.. We believe this shareholder group (the "**Shareholder Group**") holds a combined minority interest of approximately 17% of the Company's shares (as at 16 July 2021).

Over the past three years, the Board has received numerous approaches by various members of the Shareholder Group and has responded positively to their requests.

Throughout the engagements with the Shareholder Group, the Company's directors had to take care they did not divulge market and commercially sensitive information, which would have placed the Shareholder

Group in an advantageous position compared with other Shareholders. The Board also resisted the Shareholder Group's proposal to appoint a member of the Shareholder Group as a director of the Company, subsequently preferring to engage a specialist recruitment firm to provide a list of candidates from which the two independent non-executive directors were chosen with the aforementioned member's participation.

After these efforts to cooperate with the Shareholder Group, particularly their demands for participation in the share placing and the appointment of two new non-executive directors, both met as recently as December 2020, it was a surprise that two months later they demanded the resignation of Paul Haywood, the CEO, as integration of the ex-Schlumberger staff and assets were in full swing and the preparations for drilling had begun. The Shareholder Group complained that the Company's share price had dipped below the most recent placing price, but did not offer an alternative strategy. It was, therefore, difficult to understand what they wanted at that time.

The Shareholder Group then demanded the Company defer the drilling of the current WR-B1 well. This action would have left the funds raised in December 2020 dormant in the bank and have been against the mandate given to the Board to undertake the promised work programme. In December 2020, 99.9% of voting Shareholders, including the Shareholder Group, voted in favour of resolutions to support the fundraise directly related to the work programme. Having assembled a strong team of international and Georgian professionals, the Board disagreed with the Shareholder Group's allegation that the Company lacked the technical and operational capability to execute the drilling campaign safely and efficiently. Having ensured the adequacy of the plans and received independent assurance of the capability of the rig, the Board instructed the team to spud the WR-B1 well, which is now underway and expected to reach target depth in August.

In keeping with the Board's approach to high levels of corporate governance, it has continually sought independent legal advice with respect to its communications with the Shareholder Group. It is the view of the Board, having taken such legal advice, that the Shareholder Group is trying to act as a *de facto* regulator of the Company, which risks undermining the Board's ability to function effectively in accordance with the framework of good corporate governance already established.

The Board, therefore, believes that Shareholders' interests are best served by a Board that is independent of the Shareholder Group. It should be led by a chairman selected by the Board and independent of the Shareholder Group, and therefore not proposed by the Shareholder Group or any other particular shareholder. Philip Dimmock has already demonstrated his independence and his value to the Company and was re-elected as a director by Shareholders at the Annual General Meeting as recently as 30 June 2021.

The second Resolution proposed by the Shareholder Group is also not appropriate for a Resolution to be put to Shareholders. Under the Company's Articles of Association, the power to elect the Chairman of the Board is vested in the directors, rather than Shareholders. If the Board had thought that Charles Valceschini would be a better chairman than Philip Dimmock, it would already have made the change. In the interests of transparency, the Board is putting both resolutions to Shareholders. However, the Board is of the view that a change in chairman would not be in the long-term interests of the Company. It is the view of a majority of directors that Philip Dimmock is best placed to continue in this role.

It remains the Board's aim to engage in constructive dialogue with **all** Shareholders, and all suggestions made by them are appropriately considered.

For the reasons noted above, the Board believes that the Resolutions are not in the best interests of the Shareholders as a whole. The Board therefore strongly recommends that Shareholders vote against the Resolutions.

## **The General Meeting**

### **Before the General Meeting**

Please register your proxy vote by completing and signing the Form of Proxy accompanying this Notice in accordance with the instructions set out thereon and returning the Form of Proxy to Share Registrars Limited, by email to [voting@shareregistrars.uk.com](mailto:voting@shareregistrars.uk.com), by post or by hand (during normal business hours and by appointment only) at the following address: The Courtyard, 17 West Street, Farnham, Surrey, GU9 7DR as soon as possible, but in any event so as to be received by no later than 48 hours (excluding non-Business Days) before the appointed time for the General Meeting (being 10:00 a.m. on 11 August 2021). Unless the

Form of Proxy is returned by the relevant time specified in the foregoing sentence (or in the event that the General Meeting is adjourned, not later than 48 hours (excluding non-Business Days) before the time fixed for the holding of the adjourned meeting they will be invalid.

Shareholders who hold their shares through CREST and who wish to appoint a proxy for the General Meeting or any adjournment(s) thereof may do so by using the CREST proxy voting service in accordance with the procedures set out in the CREST manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider, should refer to that CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf. Proxies submitted via CREST must be received by the Registrar by no later than 48 hours (excluding non-Business Days) before the appointed time for the relevant Meeting (being 10:00 a.m. on 11 August 2021).

Accordingly, your proxy vote, whether your shares are held through CREST or otherwise, must be submitted by no later than **10:00 a.m. on 9 August 2021**.

**EVERY SHAREHOLDER'S VOTE IS IMPORTANT – PLEASE COMPLETE AND RETURN YOUR FORM OF PROXY AS SOON AS POSSIBLE.**

### **On the day of the General Meeting**

The General Meeting takes place at 10:00 a.m. on 11 August 2021 at Landmark Office Space, 33 Cavendish Square, London W1G 0PW.

### **Action to be taken by the Shareholders**

Shareholders will find enclosed with this letter a Form of Proxy for use at the General Meeting. The Form of Proxy should be completed and returned in accordance with the instructions printed on it so as to arrive at Share Registrars Limited, by email to [voting@shareregistrars.uk.com](mailto:voting@shareregistrars.uk.com), by post or by hand (during normal business hours and by appointment only) at the following address: The Courtyard, 17 West Street, Farnham, Surrey, GU9 7DR, United Kingdom as soon as possible and in any event not later than 10:00 a.m. on 9 August 2021.

Shareholders who hold their shares through CREST and who wish to appoint a proxy for the General Meeting or any adjournment(s) thereof may do so by using the CREST proxy voting service in accordance with the procedures set out in the CREST manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider, should refer to that CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf. Proxies submitted via CREST must be received by the Registrar by no later than 10:00 a.m. on 9 August 2021.

### **Recommendation**

For the reasons noted above, the non-conflicted directors unanimously consider that the Resolutions are not in the best interests of the Company and its Shareholders and, therefore, are recommending that Shareholders **VOTE AGAINST** both of the Resolutions to be proposed at the General Meeting. Given the clear relationship between Resolutions 1 and 2 that have been proposed, the Board has determined that Philip Dimmock and Charles Valceschini are conflicted with respect of both of these Resolutions and, therefore, the recommendation has not been given or approved by them. The recommendation is unanimous among the two directors who are not conflicted and able to vote on such matters.

The Directors who will be voting against the Resolutions in respect of their own beneficial holdings hold 20,418,530 ordinary shares in aggregate (including Philip Dimmock's holding of 1,367,983 shares), representing approximately 3.26% of the issued share capital of the Company at the date of this document. Charles Valceschini is the only Director who would vote for the Resolutions in respect of his own beneficial holdings, but he holds no ordinary shares.

Yours faithfully

**PAUL HAYWOOD**

*Chief Executive Officer and Director*

## NOTICE OF GENERAL MEETING 2021

Notice is hereby given that a general meeting (the “**General Meeting**”) of Block Energy PLC (the “**Company**”) will be held 10:00 a.m. on 11 August 2021 at Landmark Office Space, 33 Cavendish Square, London W1G 0PW and, if thought fit, to pass resolutions below as ordinary resolutions (the “**Resolutions**”).

The Resolutions have been requisitioned pursuant to section 303 of the Companies Act 2006 by Forest Nominees Limited, a registered shareholder of the Company (on behalf of G.P. (Jersey) Limited) and are proposed as ordinary resolutions as follows:

### ORDINARY RESOLUTIONS

1. **THAT** Philip Dimmock be removed from office as director of the Company with immediate effect.
2. **THAT** Charles Valceschini be appointed as non-executive Chairman of the Company with immediate effect.

By order of the Board of Directors

**BEN HARBER**  
*Company Secretary*

23 July 2021

**Registered Office**  
6th Floor  
60 Gracechurch Street  
London  
EC3V 0HR



## **ADDITIONAL INFORMATION IN RESPECT OF THE NOTICE AND GENERAL MEETING (INCLUDING IN RELATION TO APPOINTMENT OF PROXIES)**

### **Entitlement to attend and vote**

1. Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001 and section 360B(2) of the Companies Act 2006, the Company specifies that: (i) in order to have the right to attend and vote at the General Meeting and (ii) for the purposes of determining how many votes a person entitled to attend and vote may cast, a person must be entered on the register of members of the Company at 10:00 a.m. on 9 August 2021 or, in the event of any adjournment, at the time which is 48 hours (excluding non-Business Days) before the time appointed for holding the adjourned meeting or, if the Company gives notice of the adjourned meeting, at the time specified in that notice. Changes to entries on the register of members after this date and time shall be disregarded in determining the rights of any person to attend or vote at the meeting.
2. We strongly encourage Shareholders to vote on all Resolutions in advance of the General Meeting by completing a proxy appointment form, in accordance with the instructions set out in this document, appointing the Chair of the General Meeting as your proxy.

### **Appointment of proxies –**

3. Please register your proxy vote by completing and signing the accompanying Form of Proxy in accordance with the instructions set out thereon and returning the Form of Proxy to Share Registrars Limited, by email to [voting@shareregistrars.uk.com](mailto:voting@shareregistrars.uk.com), by post or by hand (during normal business hours and by appointment only) at the following address: The Courtyard, 17 West Street, Farnham, Surrey, GU9 7DR as soon as possible, but in any event so as to be received by no later than 48 hours (excluding non-Business Days) before the appointed time for the General Meeting. Unless the Form of Proxy is returned by the relevant time specified in the foregoing sentence (or in the event that the General Meeting is adjourned, not later than 48 hours (excluding non-Business Days) before the time fixed for the holding of the adjourned meeting) they will be invalid. Due to the potential disruption and delays to the postal service as a result of the Covid-19 pandemic, we strongly recommend that you register your proxy vote as soon as possible to ensure it is received before the deadline.
4. Shareholders who hold their shares through CREST and who wish to appoint a proxy for the General Meeting or any adjournment(s) thereof may do so by using the CREST proxy voting service in accordance with the procedures set out in the CREST manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider, should refer to that CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf. Proxies submitted via CREST must be received by the Registrar by no later than 48 hours (excluding non-Business Days) before the appointed time for the relevant Meeting.
5. The completion and return of a Form of Proxy or CREST proxy instruction will not prevent you from virtually attending the General Meeting or any adjournment thereof if you so wish and are so entitled in the manner described above.
6. To change your proxy instructions you may amend them by submitting a new hard copy form of proxy using the methods set out above. Please contact the Company's Registrars, Share Registrars Limited, whose business address is at The Courtyard, 17 West Street, Farnham, Surrey, GU9 7DR if you require another form of proxy. The deadline for receipt of proxy appointments (being 10:00 a.m. on 9 August 2021) also applies in relation to amended instructions. Any attempt to terminate or amend a proxy appointment received after the relevant deadline will be disregarded. Where two (or more) valid but differing appointments of proxy are received in respect of the same share(s) for use at the same meeting and in respect of the same matter, the one which is last validly received (regardless of its date or of the date of its execution or submission) shall be treated as replacing and revoking the other or others as regards the relevant share(s). If the Company is unable to determine which appointment was last validly received, none of them shall be treated as valid in respect of the relevant share(s).
7. 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).

8. Completion of a form of proxy (or other instrument appointing a proxy or any CREST Proxy Instruction) does not ordinarily preclude a member attending and voting in person at the meeting if they wish to do so.
9. A vote withheld option is provided on the form of proxy to enable you to instruct your proxy not to vote on any particular resolution, however, it should be noted that a vote withheld in this way is not a 'vote' in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution.
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.

### **Proxy appointment via CREST**

11. Alternatively, if you are a member of CREST, you may register the appointment of a proxy by using the CREST electronic proxy appointment service. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the General Meeting and any adjournment(s) thereof by using the procedures, and to the address, described in the CREST Manual (available via [www.euroclear.com](http://www.euroclear.com)) subject to the provisions of the Company's Articles of Association. 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. Please note the following:
  - 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 and Ireland Limited's ("**Euroclear**") specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or 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: 7RA36) by the latest time(s) for receipt of proxy appointments specified in this notice.
  - For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp 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. 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 (ii) CREST sponsors or voting service provider(s) should note that Euroclear 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/her 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 provider(s) are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

### **Nominated persons**

12. Any person to whom this notice is sent who is a person nominated under section 146 of the Companies Act 2006 to enjoy information rights (a "**Nominated Person**") may have a right, under an agreement between him/her and the member by whom he/she was nominated, to be appointed (or to have someone else appointed) as a proxy for the General Meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may have a right, under such an agreement, to give instructions to the member as to the exercise of voting rights.

13. The statement of the above rights of the members in relation to the appointment of proxies does not apply to Nominated Persons. Those rights can only be exercised by members of the Company.

#### **Appointment of corporate representatives**

14. 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.

#### **Right to ask questions**

15. Any member attending the General Meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the meeting but no such answer need be given if (a) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information, (b) the answer has already been given on a website in the form of an answer to a question, or (c) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.

#### **Additional information**

16. Resolutions 1 and 2 are proposed as ordinary resolutions, which means that, for each of those resolutions to be passed, more than 50% of the votes cast must be in favour of the Resolution.
17. Voting on the Resolutions will be conducted by way of a poll rather than a show of hands. This is a more transparent method of voting as shareholder votes are to be counted according to the number of shares held. As soon as practicable after the General Meeting, the results of the voting at the General Meeting and the number of proxy votes cast for and against and the number of votes actively withheld in respect of each Resolution will be announced via a Regulatory Information Service and also placed on the Company's website [www.blockenergy.co.uk/announcements/](http://www.blockenergy.co.uk/announcements/).
18. A copy of this Notice, and other information required by section 311A of the Companies Act 2006, can be found at [www.blockenergy.co.uk/investors/circulars-presentations-and-reports/](http://www.blockenergy.co.uk/investors/circulars-presentations-and-reports/).
19. Please note that the Company takes all reasonable precautions to ensure no viruses are present in any electronic communication it sends out but the Company cannot accept responsibility for loss or damage arising from the opening or use of any email or attachments from the Company and recommends that Shareholders subject all messages to virus checking procedures prior to use. Please note that any electronic communication received by the Company that is found to contain any virus will not be accepted.
20. You may not use any electronic address (within the meaning of section 333(4) of the Companies Act 2006) provided in this Notice of General Meeting (or in any related documents including the form of proxy) to communicate with the Company for any purposes other than those expressly stated.
21. As at 23 July 2021 (being the Last Practicable Date prior to the publication of this Notice) the Company's issued share capital consists of 625,979,318 ordinary shares of 0.25 pence each, carrying one vote each. Therefore, the total voting rights in the Company as at that date are 625,979,318 ordinary shares.

## DEFINITIONS

The following definitions apply throughout this document, unless the context otherwise requires:

<b>“Board”</b>	the board of Directors of the Company;
<b>“Business Day”</b>	any day other than a Saturday, Sunday or public holiday in England;
<b>“Companies Act”</b>	the UK Companies Act 2006 (as amended);
<b>“Company” or “Block”</b>	Block Energy Plc, a public limited company registered in England and Wales with company number 05356303;
<b>“CREST”</b>	the UK-based system for the paperless settlement of trades in listed securities, of which Euroclear UK & Ireland Limited is the operator;
<b>“CREST Proxy Instruction”</b>	an appropriate CREST message in order to appoint or instruct a proxy;
<b>“Directors”</b>	Paul Haywood, William McAvoock, Philip Dimmock, and Charles Valceschini;
<b>“Euroclear”</b>	Euroclear UK and Ireland Limited;
<b>“FCA”</b>	the Financial Conduct Authority;
<b>“General Meeting”</b>	the general meeting of the Company to be held at 10:00 a.m. on 11 August 2021 at Landmark Office Space, 33 Cavendish Square, London W1G 0PW, including any adjournment thereof;
<b>“Last Practicable Date”</b>	the last practicable date prior to publication of this document, being 23 July 2021;
<b>“Notice”</b>	the notice of the General Meeting which is set out on page 8 of this document;
<b>“Registrar”</b>	Share Registrars Limited, registrars to the Company, whose business address is at The Courtyard, 17 West Street, Farnham, GU9 7DR;
<b>“Requisition Notice”</b>	the notice dated 2 July 2021 which Forest Nominees Limited served on the Company in accordance with section 303 of the Companies Act, requiring the Board to convene the General Meeting for the purposes of considering the Resolutions;
<b>“Resolutions”</b>	the ordinary resolutions set out on page 8 of this document;
<b>“Shareholders”</b>	the holders of ordinary shares in the capital of the Company; and
<b>“UK” or “United Kingdom”</b>	the United Kingdom of Great Britain and Northern Ireland.

All references to legislation in this document are to the legislation of England and Wales unless the contrary is indicated. Any reference to any provision of any legislation shall include any amendment, modification, re-enactment or extension of it.

Words importing the singular shall include the plural and vice versa, and words importing the masculine gender shall include the feminine or neutral gender.