



ZETAPETROLEUMPLC

# ZETA PETROLEUM PLC

*(Incorporated in England and Wales under the Companies Act 1985  
with registered number 05560854 and registered as a foreign company  
in Australia with Australian Registered Body Number 154 575 872)*

## **Notice of Annual General Meeting, Explanatory Statement, Proxy Form, and Voting Instruction Form**

**Annual General Meeting to be held at offices of Tribis Pty Ltd, Level  
14, 225 St Georges Terrace, Perth, Western Australia at 3.00pm  
(AWST) on Friday, 30 June 2023 as set out in this document.**

**Whether or not you propose to be present at the Annual General Meeting, please  
complete and submit a Proxy Form in accordance with the instructions printed on the  
enclosed Proxy Form.**

### **IMPORTANT NOTE**

**THIS DOCUMENT AND THE ACCOMPANYING PROXY FORM AND VOTING INSTRUCTION FORM ARE IMPORTANT AND REQUIRE YOUR IMMEDIATE ATTENTION.** If you are in any doubt about the contents of this document or as to the action you should take, you should immediately consult your stockbroker, bank manager, solicitor, accountant or other independent financial adviser duly authorised under the Financial Services and Markets Act 2000 if you are resident in the United Kingdom or, if not, another appropriately authorised independent financial adviser. The whole text of this document should be read.

If you have sold or transferred all of your Shares in Zeta Petroleum plc, please send this document, together with the accompanying Proxy Form to the purchaser or transferee, or to the stockbroker, bank or other agent through which the sale or transfer was effected, for delivery to the purchaser or transferee.

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## Important dates

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<b>Last day for receipt of Proxy Forms*</b>	3.00pm AWST on 28 June 2023 8.00am GMT on 28 June 2023
<b>Eligibility to attend Meeting and vote – snapshot date</b>	1.00am AWST on 29 June 2023 6.00pm GMT on 28 June 2023
<b>Annual General Meeting</b>	3.00pm AWST on 30 June 2023 8.00am GMT on 30 June 2023

\*Proxy Forms received after this time will be disregarded.

## Important notices

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Certain statements in the Explanatory Statement relate to the future. Such statements involve known and unknown risks, uncertainties and other important factors that could cause the actual results, performance or achievements of the Company to be materially different from future results, performance or achievements expressed or implied by such statements. These statements reflect views only as of the date of the Explanatory Statement. Neither the Company nor any other person gives any representation, assurance or guarantee that the occurrence of the events expressed or implied in any forward looking statements in the Explanatory Statement will actually occur and you are cautioned not to place undue reliance on such forward looking statements.

## **Notice of Annual General Meeting**

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NOTICE IS HEREBY GIVEN that the 2023 Annual General Meeting of Zeta Petroleum plc (“Zeta” or the “**Company**”) will be held at the offices of **Tribis Pty Ltd, Level 14, 225 St Georges Terrace, Perth, Western Australia** at 3.00pm (AWST) on Friday, 30 June 2023 to consider and, if thought fit, to pass the Resolutions set out below.

The attached Explanatory Statement is provided to supply Shareholders with information to enable them to make an informed decision regarding the Resolutions in this Notice.

Capitalised terms used in this Notice of Annual General Meeting will, unless the context otherwise requires, have the same meaning given to them in the Glossary of the Explanatory Statement.

# Agenda

## **Resolution 1: Receipt of Annual Report and Accounts**

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To receive and consider the annual financial report, Directors' report and Auditor's report of the Company for the financial year ended 31 December 2022, as contained in the Company's Annual Report dated 5 June 2023.

## **Resolution 2: Re-election of Director retiring by rotation – Mr Greg Hancock**

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To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

*“That, for the purposes of Article 25.4 of the Articles of Association and for all other purposes, Mr Greg Hancock, being a Director who retires by rotation in accordance with Article 25.2 of the Articles of Association and, being eligible, who offers to stand for re-election, be re-elected as a Director of the Company.”*

## **Resolution 3: Auditor reappointment – Lubbock Fine LLP**

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To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

*“That, Lubbock Fine LLP, having consented to act, be appointed as auditor of the Company until the next annual general meeting of the Company.”*

## **Resolution 4: Auditor remuneration**

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To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

*“That Shareholders authorise the Directors to fix the remuneration of the auditor of the Company at an amount to be determined at the discretion of the Directors.”*

By order of the Board  
**Zeta Petroleum plc**

A handwritten signature in black ink, appearing to be 'Sm', written in a cursive style.

Dated 5 June 2023

**Mr Sean Meakin**  
Company Secretary

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# Voting Eligibility and Proxy Appointment

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## Voting eligibility for Shareholders – snapshot date

For the purposes of determining voting and attendance entitlements at the Meeting, Shares will be taken to be held by the persons who are registered as holding the Shares at **1.00am (AWST) on Thursday, 29 June 2023** (being 6.00pm (BST) on **28 June 2023**), or, in the event that the Meeting is adjourned, at **1.00am (AWST)** on the date immediately prior to the date of the adjourned Meeting (being 6.00pm (BST) on the date that is two days prior to the date of the adjourned Meeting) (excluding any part of a day which is not a working day).

## Proxy Forms

The **Proxy Form** (and any power of attorney or other authority, if any, under which a form is signed) or a copy or facsimile which appears on its face to be an authentic copy of the form (and the power of attorney or other authority) must be completed and returned so as to be received by the Company by **3.00pm (AWST)** (being **8.00am BST**) on **Wednesday, 28 June 2023 (Proxy date)**. In the event that the Meeting is adjourned, the Proxy Form must be received by the Company's registrars not less than 48 hours (excluding any part of a day which is not a working day) before the time fixed for the holding of the adjourned Meeting.

Proxy forms can be posted to the Company's Company Secretary at the below address:

Mr Sean Meakin

Zeta Petroleum PLC

C/O Tribis Pty Ltd

PO BOX 7029

Cloisters Square PO WA 6850

To assist with the timely submission of proxy forms, shareholders are encouraged to email completed proxy forms to the Company's Company Secretaries via [contact@zetapetroleum.com](mailto:contact@zetapetroleum.com).

## Appointment of a proxy by Shareholders

A Shareholder entitled to attend and vote at the Meeting is entitled to appoint a proxy. The proxy may, but need not be, a Shareholder.

Please write the name of the person you wish to appoint as your proxy in the Proxy Form. If you leave this section blank, or your named proxy does not attend the Meeting, the Chairperson will be appointed as your proxy.

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on your behalf. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by photocopying the Proxy Form. To appoint a second proxy you must state on each Proxy Form (in the appropriate box) the percentage of your voting rights which are the subject of the relevant proxy. If both Proxy Forms do not specify that percentage, each proxy may exercise half your votes. Please also indicate on the Proxy Form if the proxy instruction is one of multiple instructions being given. All Proxy Forms should be signed and returned together in the same envelope.

Completion and return of a Proxy Form will not preclude a Shareholder from attending the Meeting and voting in person, if they so wish and are so entitled. If you have appointed a proxy and you attend the Meeting in person, your proxy appointment will automatically be terminated.

## **Corporate representatives**

Any corporation that is a Shareholder may appoint one or more corporate representatives who may exercise, on its behalf, all of the powers as a Shareholder provided that they do not do so in relation to the same Shares. A resolution of the Directors, or other governing body, of the corporation will be required in order to evidence the valid appointment of the corporate representative, in accordance with section 323 of the UK Companies Act 2006.

## **Joint Shareholders**

In the case of joint Shareholders, the vote of the senior who tenders a vote will be accepted to the exclusion of the votes of the other joint Shareholders. For this purpose, seniority is determined by the order in which the names are stated in the register of Shareholders of the Company in respect of the joint holding.

## **Communications with the Company**

You may not use any electronic address (within the meaning of section 333(4) of the UK Companies Act 2006) provided in this notice or in any related documents (including the Proxy Form, Voting Instruction Form and the annual report and accounts) to communicate with the Company for any purposes other than those expressly stated.

## **Use of personal data**

Your personal data includes all data provided by you, or on your behalf, which relates to you as a Shareholder, including your name and contact details, the votes you cast and your reference number (as attributed to you by the Company or its registrars). The Company determines the purposes for which, and the manner in which, your personal data is to be processed. The Company and any third party to which it discloses the data (including the Company's registrars) may process your personal data for the purposes of compiling and updating the Company's records, fulfilling its legal obligations and processing the Shareholder rights, you exercise.

## **Defined terms**

Capitalised terms used in the Notice and the Explanatory Statement are defined in the Glossary.

# Explanatory Statement

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The 2023 Annual General Meeting of Zeta Petroleum plc will be held at the offices of **Tribis Pty Ltd Level 14, 225 St Georges Terrace, Perth, Western Australia** at 3.00pm (AWST) on Friday, 30 June 2023 to consider the matters set out below.

This Explanatory Statement has been prepared for the information of Shareholders in relation to the business to be conducted at the Annual General Meeting.

This Explanatory Statement should be read in conjunction with the Notice of Annual General Meeting. Capitalised terms in this Explanatory Statement are defined in the Glossary or otherwise in the Explanatory Statement.

## 1. Resolution 1 – Annual report and accounts

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In accordance with Article 36.3 of the Company's Articles of Association, the Board is required to present to the Meeting the audited accounts, and the reports of the Directors and the auditors, for the financial year ended 31 December 2022, which may be found on pages 2 to 14 of the annual report and accounts for the Company dated 5 June 2023 (the Annual Report and Accounts).

The auditors shall be entitled to attend the Annual General Meeting and to receive notices of and other communications which a Shareholder is entitled to receive. The auditors shall be entitled to be heard at any Annual General Meeting on any part of the business of the Meeting which concerns them as auditors.

## 2. Resolution 2: Re-election of Director retiring by rotation – Mr Greg Hancock

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Resolution 2 seeks Shareholder approval for the re-election of Mr Greg Hancock as a Director of the Company.

Article 25.2 of the Company's Articles of Association, requires that one third of the Directors (excluding any Directors which have been appointed by the Board since the last annual general meeting who are required to retire separately under Article 20.2 of the Articles of Association) retire by rotation at every annual general meeting. If the number of Directors required to retire is not a multiple of three, the number nearest to but not exceeding 33.3% of Directors is the number of Directors who must retire from office.

Mr Hancock is a non-executive Director of the Company, originally appointed to the Board on 24 April 2015.

Mr Hancock retires from office by rotation, as required by Article 25.2 of the Articles of Association, and being eligible, submits himself for re-election.

Mr Hancock's biography and credentials are shown on the Company's website at <http://www.zetapetroleum.com/About-Us/Board>.

### Directors' recommendation

The Directors, other than Mr Hancock, support the re-election of Mr Hancock and recommend that Shareholders vote in favour of Resolution 2.

## 1. Resolutions 3 and 4: Auditor re-appointment and remuneration

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In accordance with Article 36.2 of the Articles of Association, Resolutions 1 and 2 seek Shareholder approval to:

- (a) re-appoint Lubbock Fine LLP as the auditor of the Company until the next annual general meeting of the Company (Resolution 3); and



- (b) authorise the Directors to fix the remuneration of the auditor of the Company at an amount determined at the discretion of the Directors (Resolution 4).

**Directors' recommendation**

The Directors unanimously recommend that Shareholders vote in favour of Resolutions 3 and 4.

## **Glossary of defined terms**

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In this Explanatory Statement, the following terms have the following meaning unless the context otherwise requires:

<b>Annual General Meeting or Meeting</b>	The annual general meeting of Shareholders or any adjournment thereof, convened by the Notice.
<b>Articles of Association</b>	The articles of association of the Company.
<b>Auditor</b>	The auditor of the Company, Lubbock Fine LLP.
<b>AWST</b>	Australian Western Standard Time, being the time in Perth, Western Australia, Australia.
<b>Board</b>	The Board of Directors of the Company.
<b>BST</b>	British Summer Time, being the time in the United Kingdom.
<b>Chairperson</b>	The chair of the Annual General Meeting.
<b>Company</b>	Zeta Petroleum plc (registered number 05560854)
<b>Director</b>	A director of the Company.
<b>Explanatory Statement</b>	This explanatory statement which accompanies and forms part of the Notice.
<b>Non-Executive Director</b>	A non-executive director of the Company.
<b>Notice or Notice of Annual General Meeting</b>	The notice of annual general meeting which accompanies this Explanatory Statement.
<b>Proxy Form</b>	The proxy form accompanying the Notice.
<b>Resolution</b>	A resolution set out in the Notice.
<b>Section</b>	A section of this Explanatory Statement.
<b>Share</b>	A fully paid ordinary share in the Company.
<b>Shareholder</b>	The holder of a Share.
<b>UK Companies Act</b>	UK Companies Act 2006.