

## ANDALAS ENERGY AND POWER PLC

### NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Andalus Energy and Power Plc (the "Company") will be held at IOMA House, Hope Street, Douglas, Isle of Man, IM1 1AP on 24th November 2016 at 1.00pm for the following purposes:

#### ORDINARY BUSINESS

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

- Resolution 1** To receive and adopt the annual report and audited accounts of the Company for the year ended 30 April 2016, together with the Directors' and Auditor's reports thereon.
- Resolution 2** To re-appoint BDO LLP as Auditor of the Company to hold office from the conclusion of the meeting to the conclusion of the next meeting at which the accounts are laid before the Company.
- Resolution 3** To authorise the Directors to determine the remuneration of BDO LLP as Auditor of the Company.
- Resolution 4** To re-appoint as a Director Paul Warwick who was appointed to the Board on 8 December 2015.
- Resolution 5** To re-appoint as a Director Daniel Jorgensen who was appointed to the Board on 3 February 2016.
- Resolution 6** To re-appoint as a Director Graham Smith who was appointed to the Board 27 April 2016.
- Resolution 7** To re-appoint as a Director Ross Warner who was appointed to the Board on 27 April 2016.
- Resolution 8** To re-appoint as a Director Simon Gorringer who was appointed to the Board on 16 May 2016.
- Resolution 9** To re-appoint as a Director Robert Arnott who was appointed to the Board on 20 September 2016.
- Resolution 10** To re-appoint as a Director David Whitby who retires by rotation at the commencement of the 2016 Annual General Meeting and submits himself for immediate reappointment to the Board.

#### SPECIAL BUSINESS

To consider and, if thought fit, to pass the following resolution which will be proposed as an Ordinary Resolution:

- Resolution 11** That the Directors be generally and unconditionally authorised in accordance with articles 5.1 and 5.2 of the Company's articles of association to exercise all of the powers of the Company to allot up to an aggregate of 1,500,000,000 Ordinary Shares of no par value (in addition to the Ordinary Shares in issue at the date of the Annual General Meeting); such authority to expire (unless and to the extent previously revoked, varied or renewed by the Company in general meeting) at the conclusion of the next Annual General Meeting of the Company or, if earlier, the date 15 months

after the date of passing this Resolution, provided that this authority shall allow the Company, before such expiry, to make an offer or enter into an agreement which would or might require Ordinary Shares to be allotted after this authority expires and the Directors may allot Ordinary Shares in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

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

**Resolution 12** That, conditional upon the passing of Resolution 11, the provisions of article 5.5 of the Company's articles of association requiring shares proposed to be issued for cash first to be offered to the members in proportions as near as may be to the number of the existing shares held by them respectively be and are hereby disapplied in relation to:

- (a) the allotment of Ordinary Shares pursuant to a rights issue and otherwise pursuant to a rights issue, open offer, scrip dividend scheme or other pre-emptive offer or scheme which is in each case in favour of holders of Ordinary Shares and any other persons who are entitled to participate in such issue, offer or scheme where the equity securities offered to each such holder and other person are proportionate (as nearly as may be) to the respective numbers of Ordinary Shares held or deemed to be held by them for the purposes of their inclusion in such issue, offer or scheme on the record date applicable thereto, but subject to such exclusions or other arrangements as the Directors may deem fit or expedient to deal with fractional entitlements, legal or practical problems under the laws of any overseas territory, the requirements of any regulatory body or stock exchange in any territory, shares being represented by depositary receipts, directions from any holders of shares or other persons to deal in some other manner with their respective entitlements or any other matter whatever which the Directors consider to require such exclusions or other arrangements with the ability for the Directors to allot equity securities not taken up to any person as they may think fit; and
- (b) the allotment of Ordinary Shares for cash otherwise than pursuant to subparagraph (a) above up to an aggregate maximum number of 1,500,000,000 Ordinary Shares (in addition to the Ordinary Shares in issue at the date of the Annual General Meeting),

such disapplication to expire on the same date as the expiration of any authority given in Resolution 11, provided that this disapplication shall allow the Company, before such expiry, to make an offer or enter into an agreement which would or might require Ordinary Shares to be allotted after this disapplication expires and the Directors may allot such Ordinary Shares in pursuance of such an offer or agreement and in pursuance of any agreement existing prior to the passing of this Resolution as if the disapplication conferred hereby had not expired.

By order of the Board

**Philip Scales**  
**Company Secretary**  
**31st October 2016**

Notes:

1. A member who is entitled to attend and vote at the above-mentioned meeting is entitled to appoint a proxy or proxies to attend and, on a poll, vote instead of him or her in respect of such shares. A proxy need not be a member of the Company.
2. A Form of Proxy is enclosed which, to be valid, must be completed and delivered, sent by post or sent by facsimile to +44 (0) 1624 604772 or to [gdevlin@fim.co.im](mailto:gdevlin@fim.co.im) together with the power of attorney or other authority (if any) under which it is signed (or a certified copy of such authority) to the Company's Registrar, FIM Capital Limited, IOMA House, Hope Street, Douglas, Isle of Man, IM1 1AP so as to arrive not later than 1.00pm on 22nd November 2016, being 48 hours before the time of the meeting.
3. Completion and return of a Form of Proxy does not preclude a member from attending and voting in person should they wish to do so.
4. The Company, pursuant to Regulation 22 of the Uncertificated Securities Regulations 2006 (Isle of Man), specifies that only those members registered in the register of members as at 1.00pm 22nd November 2016 (or in the event that the meeting is adjourned, on the register of members 48 hours before the time of any adjournment meeting) shall be entitled to attend or vote at the meeting in respect of the Ordinary Shares registered in their name at that time. Changes to entries on the register of members after 1.00pm on 22nd November 2016 (or, in the event that the meeting is adjourned, on the register of members less than 48 hours before the time of any adjourned meeting) shall be disregarded in determining the rights of any person to attend or vote at the meeting
5. As at the date of this notice (i) the Company's issued share capital consists of 2,493,167,977 Ordinary Shares, all carrying one vote each; and (ii) the total voting rights in the Company are 2,493,167,977.