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Copies of this document are being sent to shareholders. If you have sold or otherwise transferred all of your ordinary shares in Empyrean Energy PLC please forward this document on at once to the purchaser or transferee or to the stockbroker or other agent through whom the sale or transfer was effected for delivery to the purchaser or transferee. If you have sold or transferred part only of your holding in ordinary shares in Empyrean Energy PLC you should retain this document and consult the stockbroker, bank or other agent through whom the sale or transfer was effected.

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*(Empyrean Energy PLC, incorporated and registered in England with registered number 5387837)*

### **NOTICE OF GENERAL MEETING**

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**Notice of General Meeting of the Company to be held at the offices of Cavendish, 1 Bartholomew Close, London, EC1A 7BL on 28 October 2024 at 10.00 a.m. is set out at Part II of this document.**

You will not receive a form of proxy for the Annual General Meeting in the post. Instead, you will receive instructions to enable you to vote electronically and how to register to do so. You may request a hard copy proxy form directly from the registrars, **Link Group, Central Square, 29 Wellington Street, Leeds LS1 4DL (telephone number: 0371 664 0391, email: [shareholderenquiries@linkgroup.co.uk](mailto:shareholderenquiries@linkgroup.co.uk)).**

## PART I - LETTER FROM THE CHAIRMAN



*(Incorporated and registered in England with registered number 5387837)*

### **Directors:**

John Laycock (*Non-Executive Chairman*)  
Thomas Kelly (*Chief Executive Officer*)  
Dr. Patrick Cross (*Non-Executive Director*)  
Gajendra Bisht (*Executive Director - Technical*)

**Company Secretary:** Jonathan Whyte

**Registered Office:** 2<sup>nd</sup> Floor, 38 – 43 Lincoln's Inn Fields, London WC2A 3PE

1 October 2024

### **To the Shareholders and, for information only, to the Option Holders and Warrant Holders**

Dear Shareholder,

### **General Meeting 2024**

I am writing to you regarding a general meeting ("**GM**") for the Company, to be held at the offices of Cavendish, 1 Bartholomew Close, London, EC1A 7BL at 10.00 a.m. on Monday 28 October 2024 and the Notice of General Meeting is set out at Part II of this document. As previously advised, this Meeting has been convened to: (i) receive the Company's Annual Accounts for the year ended 31 March 2024 together with the Directors' reports and the Auditors' report; and (ii) re-appoint the Company's Auditors and to authorise the Directors to determine the Auditors remuneration.

You will not receive a form of proxy for the General Meeting in the post. Instead, you will receive instructions to enable you to vote electronically and how to register to do so. You may request a hard copy proxy form directly from the registrars, **Link Group, Central Square, 29 Wellington Street, Leeds LS1 4DL (telephone number: 0371 664 0391, email: [shareholderenquiries@linkgroup.co.uk](mailto:shareholderenquiries@linkgroup.co.uk)).**

### **Recommendation**

The Board considers that the Resolutions are in the best interests of the Company and its shareholders as a whole. Your Board will be voting in favour of the Resolutions insofar as their own respective holdings of ordinary shares in the capital of the Company and they unanimously recommend that you should vote in favour of the Resolutions as well.

Yours faithfully

**MR. JOHN LAYCOCK**  
**CHAIRMAN**

## PART II - NOTICE OF GENERAL MEETING



*(Incorporated and registered in England with registered number 5387837)*

Notice is hereby given that a General Meeting of the Company will be held at the offices of Cavendish, 1 Bartholomew Close, London, EC1A 7BL at 10.00 a.m. on Monday 28 October 2024 to consider, and, if thought fit, pass the following Resolutions, which will be proposed as Ordinary Resolutions.

1. To receive the audited accounts for the financial period ended 31 March 2024 together with the Reports of the Directors and the Auditors thereon.
2. To re-appoint BDO LLP as Auditors to the Company from the conclusion of this meeting until the conclusion of the next General Meeting at which accounts are laid and to authorise the Directors to determine the remuneration of the Auditors of the Company.

*Registered Office*  
2nd Floor  
38-43 Lincoln's Inn Fields  
London WC2A 3PE

**Jonathan Whyte**  
Company Secretary  
by order of the Board  
1 October 2024

### **NOTES**

- (1) A member entitled to attend, speak and vote is entitled to appoint a proxy to attend, speak and vote on his behalf. A proxy need not be a member of the Company.
  - (2) You will not receive a form of proxy for the AGM in the post. Instead, you will receive instructions to enable you to vote electronically and how to register to do so. You may request a hard copy proxy form directly from the registrars, Link Group, Central Square, 29 Wellington Street, Leeds LS1 4DL (telephone number: 0371 664 0391, email: [shareholderenquiries@linkgroup.co.uk](mailto:shareholderenquiries@linkgroup.co.uk)).
  - (3) In order to be valid, proxy votes (together with any power of attorney or other authority under which it is executed or a duly certified copy of any such power or authority) must be returned by one of the following methods, in each case so as to arrive no later than 10.00 a.m. 24 October 2024 or, in the case of an adjourned meeting, not less than 48 hours before the time appointed for holding such adjourned meeting (ignoring for these purposes non-working days) or (in the case of a poll taken otherwise than at or on the same day as the meeting or adjourned meeting) for the taking of the poll at which it is to be used:
    - in hard copy form by post, by courier or by hand to the Company's registrars, Link Group, PXS 1, Central Square, 29 Wellington Street, Leeds LS1 4DL. You can request a hard copy proxy form directly from the registrars, Link Group by emailing [shareholderenquiries@linkgroup.co.uk](mailto:shareholderenquiries@linkgroup.co.uk) or calling 0371 664 0391. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 09:00 - 17:30, Monday to Friday excluding public holidays in England and Wales; or
    - via the Link Investor Centre app or by accessing the web browser at <https://investorcentre.linkgroup.co.uk/Login/Login> (see below). If you have not previously registered for electronic communications, you will first be asked to register as a new user, for which you will require your investor code (IVC) (which can be found on your share certificate), family name and postcode (if resident in the UK); or
    - if your shares are held electronically via CREST, the proxy appointment may be lodged using the CREST Proxy Voting Service in accordance with note 4 below.
- if you are an institutional shareholder you may be able to appoint a proxy electronically via the Proximity voting platform in accordance with note 6 below.

Link Investor Centre is a free app for smartphone and tablet provided by Link Group (the company's registrar). It allows you to securely manage and monitor your shareholdings in real time, take part in online voting, keep your details up to date, access a range of information including payment history and much more. The app is available to download on both the Apple App Store and Google Play, or by scanning the relevant QR code below. Alternatively, you may access the Link Investor Centre via a web browser at: <https://investorcentre.linkgroup.co.uk/Login/Login>.



- (4) To appoint a proxy or to give or amend an instruction to a previously appointed proxy via the CREST system, the CREST message must be received by the issuer's agent RA10 by not less than 48 hours before the time appointed for the holding of 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. After this time any change of instructions to a proxy appointed through CREST should be communicated to the proxy by other means. CREST Personal Members or other CREST sponsored members, and those CREST Members who have appointed voting service provider(s) should contact their CREST sponsor or voting service provider(s) for assistance with appointing proxies via CREST. For further information on CREST procedures, limitations and system timings please refer to the CREST Manual. We may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of The Uncertificated Securities Regulations 2001 (SI 2001/3755) (the "2001 Regulations"). In any case your proxy form must be received by the Company's registrars no less than 48 hours before the time appointed for the holding of the meeting.
- (5) Shares held in uncertified form (i.e. in CREST) may be voted through the CREST Proxy Voting Service in accordance with the procedures set out in the CREST manual, that can be accessed via [www.euroclear.com](http://www.euroclear.com)
- (6) If you are an institutional investor you may also be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to [www.proxymity.io](http://www.proxymity.io). Your proxy must be lodged by 10.00am on 24 October 2024 in order to be considered valid or, if the meeting is adjourned, by the time which is 48 hours before the time of the adjourned meeting. Before you can appoint a proxy via this process you will need to have agreed to Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy. An electronic proxy appointment via the Proxymity platform may be revoked completely by sending an authenticated message via the platform instructing the removal of your proxy vote.
- (7) If the appointor is a corporation, the form of proxy must be under its common seal or under the hand of an officer or attorney duly authorised.
- (8) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote of the other registered holder(s) and for this purpose seniority shall be determined by the order in which the names stand in the register of members.
- (9) Pursuant to Regulation 41 of the 2001 Regulations, only those shareholders on the Register of Shareholders at close of business on 24 October 2024 shall be entitled to vote at the meeting in respect of the number of shares registered in their names at that time. If the meeting is adjourned by more than 48 hours, then to be so entitled, shareholders must be entered on the Company's Register of Shareholders at the time which is 48 hours 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.
- (10) A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the Resolution. Unless otherwise indicated on the Form of Proxy, CREST, Proxymity or any other electronic voting instruction, the proxy will vote as they think fit or, at their discretion, withhold from voting.
- (11) As at the close of business on 1 October 2024 (being the latest practicable date before the publication of this Notice), the Company's issued share capital comprised 1,280,801,707 ordinary shares of £0.002 each. Each ordinary share carries the right to one vote at a general meeting of the Company, and therefore the total number of voting rights in the Company as at the time and date given above is 1,280,801,707.

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**Form of proxy**

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To vote electronically please log in or register to log in via the following link:

<https://investorcentre.linkgroup.co.uk/Login/Login> or using the Link Investor Centre app.