

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this document or as to what action you should take, you are recommended to seek your own personal financial advice from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser authorised under the Financial Services and Markets Act 2000, as amended, if you are resident in the United Kingdom, or if not, from an appropriately authorised independent financial adviser.**

If you have sold or otherwise transferred all of your Ordinary Shares you should deliver this document together with the enclosed Form of Proxy as soon as possible to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee. If you have sold or otherwise transferred only part of your certificated holding of Ordinary Shares, please consult the stockbroker, bank or other agent through whom the sale or transfer was effected.



## **ENWELL ENERGY PLC**

*(Incorporated and registered in England and Wales with registered number 04462555)*

### **Proposed Reduction of Capital by Cancellation of Share Premium Account**

**and**

### **Notice of General Meeting**

---

This document should be read as a whole. Your attention is drawn to the letter from the Chairman of the Company set out in this document and which recommends that you vote in favour of the Resolution to be proposed at the General Meeting referred to below.

Notice of a General Meeting of the Company to be held at 16 Old Queen Street, London SW1H 9HP at 11.00 a.m. on Thursday 28 January 2021 is set out at the end of this document.

**As a result of the ongoing COVID-19 pandemic and the restrictions that the UK Government has put in place and for the health and safety of our shareholders, employees, advisers and the general public, the General Meeting will be a closed meeting, which shareholders will not be permitted to attend in person. Any shareholder that seeks to attend the General Meeting in person will be prevented from doing so on the grounds of public health and safety.** The Company shall ensure that a quorum, being two shareholders in attendance, is present in accordance with the Company's Articles of Association, and that no other persons are in attendance, so as to allow the business contained in this Notice of General Meeting to be conducted. The Chairman of the meeting will direct that voting on the resolution will take place by way of a poll, rather than a show of hands, to ensure that proxy votes are recognised in order to accurately reflect the views of shareholders. The voting results on the resolution put to the General Meeting will be announced to the market and uploaded onto the Company's website following the closure of the General Meeting.

A Form of Proxy for use in connection with the General Meeting is enclosed with this document. The Form of Proxy, to be valid, must be completed and returned in accordance with the instructions printed thereon. Shareholders are strongly encouraged to ensure that their votes are counted at the General Meeting by appointing the Chairman of the General Meeting as their proxy and submitting their completed Form of Proxy as soon as possible and in any event so as to be received by the Company's registrars, Computershare Investor Services plc, The Pavilions, Bridgwater Road, Bristol BS99 6ZY by no later than 48 hours before the time of the meeting. Alternatively, if you are a CREST member, you may register your appointment of a proxy electronically by using the CREST electronic proxy appointment service. Further details are set out in the Notes to the Notice of Annual General Meeting and the Form of Proxy.

## CONTENTS

	<i>Page</i>
<b>EXPECTED TIMETABLE OF PRINCIPAL EVENTS</b>	3
<b>DEFINITIONS</b>	4
<b>LETTER FROM THE CHAIRMAN</b>	6
<b>NOTICE OF GENERAL MEETING</b>	9

## EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Date of publication of this document	7 January 2021
Latest time and date for receipt of completed Forms of Proxy	11.00 a.m. on 26 January 2021
General Meeting	11.00 a.m. on 28 January 2021
Expected Court Hearing to confirm Reduction of Capital	23 February 2021
Expected registration of Court Order and effective date of Reduction of Capital	on or about 24 February 2021

**Notes:**

- (1) Each of the times and dates set out in the above timetable and mentioned in this document is subject to change by the Company, in which event details of the new times and dates will be notified by an announcement through a Regulatory Information Service (as defined in the AIM Rules). In particular, the expected date for the Court Hearing and the Reduction of Capital becoming effective are based on provisional dates that have been obtained for the required Court hearings of the Company's application. The dates are subject to any directions of the Court and the date for the Registration of the Court Order is dependent upon, amongst other things, the date on which the Court confirms the proposed Reduction of Capital.
- (2) References to times in this document are to London times unless otherwise stated.
- (3) The timetable above assumes that the Resolution in the Notice of General Meeting is duly passed.
- (4) The timetable assumes that there is no adjournment of the General Meeting. If there is an adjournment, all subsequent dates are likely to be later than those shown.

## DEFINITIONS

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

<b>Act</b>	the Companies Act 2006;
<b>AIM</b>	the AIM market operated by the London Stock Exchange;
<b>AIM Rules</b>	the rules of AIM as set out in the publication entitled 'AIM Rules for Companies' published by the London Stock Exchange from time to time;
<b>Board or Directors</b>	the board of directors of the Company;
<b>Circular or this document</b>	this document dated 7 January 2021;
<b>Company or Enwell</b>	Enwell Energy plc, a company incorporated in England and Wales with registered number 04462555 and having its registered office at 16 Old Queen Street, London SW1H 9HP;
<b>Court</b>	the High Court of Justice in England and Wales;
<b>Court Hearing</b>	the final hearing by the Court to confirm the proposed Reduction of Capital;
<b>Court Order</b>	the order of the Court confirming the proposed Reduction of Capital;
<b>CREST</b>	the relevant system (as defined in the CREST Regulations) in respect of which Euroclear is the Operator (as defined in the CREST Regulations);
<b>CREST Manual</b>	the compendium of documents entitled "CREST Manual" issued by Euroclear from time to time and comprising the CREST Reference Manual, the CREST Central Counterparty Service Manual, the CREST International Manual, the CREST Rules (including CREST Rule 8), the CCSS Operations Manual and the CREST Glossary of Terms;
<b>CREST member</b>	a person who has been admitted by Euroclear as a system member (as defined in the CREST Regulations);
<b>CREST participant</b>	a person who is, in relation to CREST, a system participant (as defined in the CREST Regulations);
<b>CREST Proxy Instruction</b>	the appropriate CREST message made to appoint a proxy, properly authenticated in accordance with Euroclear's specifications;
<b>CREST Regulations</b>	the Uncertificated Securities Regulations 2001, as amended;
<b>CREST sponsor</b>	a CREST participant admitted to CREST as a CREST sponsor;
<b>CREST sponsored member</b>	a CREST member admitted to CREST as a sponsored member;
<b>Euroclear</b>	Euroclear UK & Ireland Limited;
<b>FCA</b>	the Financial Conduct Authority;
<b>Form of Proxy</b>	the form of proxy accompanying this document relating to the General Meeting;
<b>General Meeting or GM</b>	the general meeting of the Company, notice of which is set out at the end of this document, and including any adjournment(s) thereof;
<b>London Stock Exchange</b>	London Stock Exchange plc;

<b>Notice of General Meeting</b>	the notice of the General Meeting of the Company, set out at the end of this document;
<b>Ordinary Shares</b>	ordinary shares of 5 pence each in the capital of the Company;
<b>Participant ID</b>	the identification code or membership number used in CREST to identify a particular CREST member or other CREST participant;
<b>Reduction of Capital</b>	the proposed cancellation of the Company's share premium account (currently standing at approximately US\$555,090,689), as set out in the Resolution;
<b>Resolution</b>	the resolution to be proposed at the General Meeting, which is set out in full in the Notice of General Meeting;
<b>Shareholders</b>	holders of Ordinary Shares;
<b>UK</b>	the United Kingdom of Great Britain and Northern Ireland; and
<b>US\$</b>	dollars, the legal currency of the United States of America.

**LETTER FROM THE CHAIRMAN OF**

**ENWELL ENERGY PLC**

*(Incorporated and registered in England and Wales with registered number 04462555)*

Chris Hopkinson *(Non-Executive Chairman)*  
Sergii Glazunov *(Chief Executive Officer)*  
Bruce Burrows *(Finance Director)*  
Dmitry Sazonenko *(Non-Executive Director)*  
Alexey Pertin *(Non-Executive Director)*  
Yuliia Kirianova *(Non-Executive Director)*

*Registered Office Address:*  
16 Old Queen Street  
London  
SW1H 9HP

7 January 2021

To Shareholders

**Proposed Reduction of Capital by Cancellation of Share Premium Account  
and  
Notice of General Meeting**

**1. Introduction**

I am writing to provide you with details of a proposal to carry out a reduction of the Company's capital involving the cancellation of the Company's share premium account (which currently stands at approximately US\$555,090,689) in order to create distributable reserves. Shareholder approval is being sought to cancel the amount standing to the credit of the Company's share premium account, which would enable the Company to make distributions to its Shareholders in future, subject to the Company's performance.

The Reduction of Capital is conditional upon the Company obtaining the approval of Shareholders by special resolution at the General Meeting and confirmation by the Court. The General Meeting is to be held at the Company's offices at 16 Old Queen Street, London SW1H 9HP at 11.00 a.m. on Thursday 28 January 2021. The formal notice of the General Meeting is set out at the end of this document and Shareholders should refer to paragraph 5 below for information regarding the arrangements for the General Meeting.

The purpose of this document is to provide you with information about the Reduction of Capital and to explain why the Board considers the Reduction of Capital to be in the best interests of the Company and its Shareholders as a whole and unanimously recommends that you vote in favour of the Resolution to be proposed at the General Meeting. Shareholders should note that, unless the Resolution is approved at the General Meeting (and the Court subsequently confirms the Reduction of Capital), the Reduction of Capital will not take place.

**2. Background to, and reasons for, the Reduction of Capital**

The Reduction of Capital, subject to the passing of the Resolution and if approved by the Court and when it becomes effective, will have the effect of creating distributable reserves and, subject to the financial performance of the Company and the Act, provide the Company with the ability to make distributions of profits by way of dividend and/or to make purchases of its own shares as permitted by the Act. The Reduction of Capital would, after taking into consideration the Company's current accumulated losses of approximately US\$528,133,394, create distributable reserves to the value of approximately US\$26,957,295 (subject to any special reserve for creditors as referred to below and assuming that there is no change to the level of accumulated losses before the Reduction of Capital becomes effective).

Shareholders should note that the Reduction of Capital is conditional upon the approval of Shareholders at the General Meeting and also the confirmation of the Court.

### **3. Reduction of Capital**

It is proposed that the Reduction of Capital will involve the cancellation of the entire amount standing to the credit of the share premium account (currently approximately US\$555,090,689). The cancellation, if approved by the Court, would create retained earnings sufficient to eliminate the current accumulated losses.

The Act requires that, where a company issues shares at a premium to the nominal value of those shares, whether for cash or otherwise, a sum equal to the aggregate amount or value of the premiums must be transferred to the company's share premium account. A share premium account can only be used in very limited circumstances. The proposed Reduction of Capital involves the cancellation of the entire amount standing to the credit of the Company's share premium account.

The Reduction of Capital is conditional on:

- (i) the passing of the Resolution to be proposed at the General Meeting;
- (ii) the Reduction of Capital being approved by the Court; and
- (iii) the Court Order being registered by the Registrar of Companies.

#### ***Shareholder Approval***

Shareholders' approval is being sought to carry out the Reduction of Capital pursuant to the Resolution set out in the Notice of General Meeting. The Resolution will be proposed as a special resolution and requires a majority in favour of at least 75% of those Shareholders attending and voting in person or by proxy at the General Meeting in order to be passed.

#### ***Court Approval***

In addition to the approval by the Shareholders, the proposed Reduction of Capital requires the confirmation of the Court. Accordingly, following approval of the proposed Reduction of Capital by Shareholders, an application will be made to the Court in order to confirm and approve the proposed Reduction of Capital.

In providing such approval, the Court may require protection for the creditors (including contingent creditors) of the Company whose debts remain outstanding on the relevant date, except in the case of creditors which have consented to the proposed Reduction of Capital. Any such creditor protection may include seeking the consent of the Company's creditors to the proposed Reduction of Capital and/or giving an undertaking to the Court to create a special non-distributable reserve, with any such reserve to remain until the relevant creditors of the Company (who are not protected at that date by any other means) have been otherwise protected or the relevant liability discharged.

The Board has undertaken a thorough and extensive review of the Company's liabilities (including contingent liabilities) and considers that the Company will be able to satisfy the Court that, as at the date on which the proposed Reduction of Capital becomes effective, the Company's creditors will be sufficiently protected.

It is anticipated that the Court Hearing to confirm the proposed Reduction of Capital will take place on 23 February 2021 and that the proposed Reduction of Capital would become effective on the following day or shortly thereafter, following the necessary registration of, amongst other things, the Court Order at Companies House. The Board reserves the right to abandon or to discontinue (in whole or in part) the application to the Court in the event that the Board considers that the terms on which the proposed Reduction of Capital would be (or would be likely to be) confirmed by the Court would not be in the best interests of the Company and/or the Shareholders as a whole.

In seeking approval of the Reduction of Capital, the Company is not indicating any commitment, and has no current intention, to declare dividends or to purchase its own shares, but considers that the Reduction of Capital would position it more favourably to do so, as applicable, in the future.

The proposed Reduction of Capital itself will not involve any distribution or repayment of capital or share premium by the Company and will not reduce the underlying net assets of the Company. Following the implementation of the Reduction of Capital, there will be no change to the number of Ordinary Shares in issue or the rights attaching to the Ordinary Shares.

#### **4. General Meeting**

The General Meeting of the Company, notice of which is set out at the end of this document, is to be held at 11.00 a.m. on Thursday 28 January 2021 at the Company's offices at 16 Old Queen Street, London SW1H 9HP. The General Meeting is being held for the purpose of considering and, if thought fit, passing the Resolution set out in full in the Notice of General Meeting. The Resolution is a special resolution to seek Shareholder approval of the Reduction in Capital, providing for the cancellation of the Company's share premium account in its entirety, which itself is subject to the confirmation of the Court.

#### **5. Action to be taken in relation to the General Meeting**

**As a result of the ongoing COVID-19 pandemic and the restrictions that the UK Government has put in place and for the health and safety of our shareholders, employees, advisers and the general public, the General Meeting will be a closed meeting, which Shareholders will not be permitted to attend in person. Any Shareholder that seeks to attend the General Meeting in person will be prevented from doing so on the grounds of public health and safety.**

You will find enclosed a Form of Proxy for use at the General Meeting. Shareholders are strongly encouraged to ensure that their votes are counted at the General Meeting by appointing the Chairman of the General Meeting. Shareholders are requested to complete the Form of Proxy in accordance with the instructions printed on it and to return it as soon as possible and in any case so as to be received by the Company's registrars at Computershare Investor Services plc, The Pavilions, Bridgwater Road, Bristol BS99 6ZY no later than 48 hours before the time of the meeting. If you hold shares in CREST you may appoint a proxy by completing and transmitting a CREST Proxy Instruction to the Company's registrars (CREST Participant ID: 3RA50) so that it is received by no later than 48 hours before the time of the meeting.

#### **6. Recommendation**

**The Directors consider the Resolution is in the best interests of the Company and its Shareholders as a whole and recommend that the Shareholders vote in favour of the Resolution.**

Yours faithfully

**Chris Hopkinson**

*Non-Executive Chairman*

Enwell Energy plc



**NOTICE OF GENERAL MEETING**

**ENWELL ENERGY PLC**

*(Incorporated and registered in England and Wales with registered number 04462555)*

**NOTICE IS HEREBY GIVEN** that a General Meeting of Enwell Energy plc (the “**Company**”) will be held at 16 Old Queen Street, London SW1H 9HP at 11.00 a.m. on Thursday 28 January 2021 for the purpose of considering and, if thought fit, passing the following resolution, which will be proposed as a special resolution:

**SPECIAL RESOLUTION**

1. THAT, the share premium account of the Company be cancelled.

By order of the Board

**C Phillips**  
*Company Secretary*  
7 January 2021

*Registered office:*  
16 Old Queen Street  
London SW1H 9HP

Registered number: 04462555

*Notes:*

1. A member of the Company entitled to attend, speak and vote at this meeting is entitled to appoint a proxy to attend, speak and vote in that member’s place. A proxy need not be a member. In order to ensure that your votes are cast in accordance with your wishes, you are strongly encouraged to appoint the Chairman of the meeting as your proxy given that the UK Government’s restrictions mean that neither you, nor any other person you might appoint as your proxy, will be able to attend the meeting in person.
2. To be valid, the enclosed form of proxy and any power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be completed and returned so as to be received by the Company’s registrars, Computershare Investor Services plc, The Pavilions, Bridgwater Road, Bristol BS99 6ZY not less than 48 hours before the time fixed for the holding of the meeting or, in the event that the meeting is adjourned, any adjourned meeting.
3. Any corporation which is a member can appoint a corporate representative(s) who may exercise, on its behalf, all of the powers as a member. A corporation should appoint the Chairman of the meeting as corporate representative to ensure that its votes are cast in accordance with its wishes.
4. In the case of joint holders, the vote of the senior who tenders a vote will be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority is determined by the order in which the names are stated in the register of members of the Company in respect of the joint holding.
5. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, to be entitled to vote at the meeting (and for the purpose of determining the number of votes a member may cast), members must be entered on the register of members of the Company by 6.00 p.m. on the day which is 2 days before the start of the meeting or, in the event that the meeting is adjourned, any adjourned meeting. Changes in the Company’s register of members after that time shall be disregarded in determining the rights of any person to vote at the meeting.
6. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for this meeting and any adjournment(s) thereof by using the procedures described in the CREST Manual (available via [www.euroclear.com](http://www.euroclear.com)). 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.

7. In order for a proxy appointment or instruction made by means of the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & 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 is 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 Company's agent (ID 3RA50) by the latest time for proxy appointments set out in paragraph 2 above. 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 Company'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.
8. CREST members and, where applicable, their CREST sponsors or voting service providers 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 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. You may not use any electronic address (within the meaning of section 333(4) of the Companies Act 2006) provided in this notice or in any related documents to communicate with the Company for any purposes other than those expressly stated.
10. 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.
11. As at 6 January 2021 (being the last practicable date prior to the publication of this notice), the Company's issued share capital consisted of 320,637,836 ordinary shares of 5 pence each, carrying one vote per share, and there are no shares held by the Company in treasury. Therefore, the total voting rights in the Company as at 6 January 2021 were 320,637,836.

