

Explanatory notes to the agenda of the Annual General Meeting of Shareholders (the AGM) of Sequa Petroleum N.V. (the Company) of 18 June 2019 at 11:00 hours CET in the morning.

Agenda item 2

Report by the Management Board on the financial year 2018 (discussion)

The annual report of the Management Board¹ will be discussed, including the report of the Supervisory Board.

Agenda item 3

Implementation of the remuneration policy in the financial year 2018 (discussion)

Pursuant to Section 2:135 (5a) of the Dutch Civil Code, a discussion should be held regarding the implementation in 2018 of the remuneration policy for the Management Board. The discussion takes place on the basis of the information referred to in Section 2:383c up to and including Section 2:383e of the Dutch Civil Code, as included in the Annual Report 2018.

Agenda item 4

Proposal to adopt the annual accounts 2018 (vote)

It is proposed to the General Meeting to adopt the annual accounts drawn up by the Management Board and approved by the Supervisory Board. The auditor of the Company has audited the annual accounts and issued an approving auditors statement included in the Annual Report 2018.

The Supervisory Board has approved the annual accounts on 10 May 2019.

Agenda item 5

Proposal of the Management Board to allocate the loss for the financial year 2018 to the retained earnings

It is proposed to the General Meeting to allocate the loss for the financial year 2018 of USD 24.5 million to the retained deficit.

Agenda item 6

Proposal to release the members of the Management Board in office during the financial year 2018 from liability (vote)

In accordance with Article 23.7 of the Articles of Association, it is proposed to release the members of the Management Board in office during the financial year 2018 from liability for their duties insofar as the exercise of such duties is reflected in the Annual Report 2018 or otherwise disclosed to the General Meeting.

Agenda item 7

Proposal to release the members of the Supervisory Board in office during the financial year 2018 from liability (vote)

¹ Capitalised terms not defined in these explanatory notes have the meaning attributed to these terms in the English translation of the articles of association of the Company as these currently read.

In accordance with Article 23.7 of the Articles of Association, it is proposed to release the members of the Supervisory Board in office during the financial year 2018 from liability for their duties insofar as the exercise of such duties is reflected in the Annual Report 2018 or otherwise disclosed to the General Meeting.

Agenda item 8

Proposal to designate the Management Board as the competent body to grant rights to subscribe for 748,113,198 new ordinary shares pursuant to the convertible bonds and to exclude related pre-emptive rights (vote)

On 15 April 2019 the Company announced by way of a press release that it had reached agreement with its main shareholder Sapinda Holding B.V. (together with certain affiliates hereafter referred to as **Sapinda**) about the restructuring of its USD 300,000,000 5.00 per cent Convertible Bonds due 2020 of which USD 204,400,000 in principal amount remains outstanding (ISIN: XS1220076779, SEQ01 PRO EC) issued by the Company in April 2015 (the **Bonds**).

Sapinda holds or otherwise controls voting rights for a decisive majority (over 75%) of the Bonds and on 12 April 2019 executed a deed of irrevocable undertaking (the **Deed of Irrevocable Undertaking**) intended to implement a cancellation of the Bonds and the conversion of the rights of the Bondholders thereunder into new shares in the capital of the Company.

Via its press releases², the Company announced that the restructuring of the Bonds is intended to enable the Company to progress current high quality acquisition targets of production and development assets. Once the Company's Bond debt is restructured and if the targeted investment opportunities are secured, then the realisation of these opportunities is expected to be value-accretive to the Company's shareholders.

The terms and conditions of the restructuring that have been agreed with Sapinda are set out in the Deed of Irrevocable Undertaking, which among other things stipulates that: (i) the Company be authorised to create a further 748,113,198 ordinary shares (the **New Shares** and each a **New Share**); (ii) on the settlement date, the Bonds be cancelled; (iii) each Bond holder shall be entitled on the settlement date to receive 3.660045 of the New Shares for each US Dollar in principal amount of Bonds it holds; and (iv) the New Shares distribution shall be in full and final settlement of all of the Bondholders' rights under, arising out of or in any way connected with the Bonds.

The amendment of the Bond will be subject to a Bondholders vote (with a decisive majority already having committed to approve the amendment) that will be scheduled prior to the AGM. The effective date of the conversion of the Bonds will occur upon the adoption of the proposed resolution to designate the Management Board as the competent body to grant rights to subscribe for 748,113,198 new ordinary shares in the capital of the Company pursuant to the Bonds and to exclude pre-emptive rights.

The New Shares that will be issued for the purpose of exchanging the Bonds into equity will be issued at a price per New Share that reflects a current fair value of the Company taking into account that the Company's assets currently consist only of cash (on 31 December 2018 being an amount of USD 25.45 million) and its liabilities consist only of its obligations towards the Bondholders. The Company and Sapinda settled on a principle of achieving the maximum dilution possible under the currently authorised share capital of the Company. The number of New Shares has therefore been determined on the basis of the maximum number of ordinary shares in the capital of the Company that could be issued under the current authorised capital of EUR 95,666,666. The price per New Share (**Issue Price**) set forth here for approval by the General Meeting is USD 0.2732 per New Share (or the euro equivalent of such amount at the effective date of the conversion of the Bonds), and the Company agreed that the payment of the Issue Price takes place in a currency other than euro. Because the Bonds are technically receivables against the Company, the Issue Price will be paid

² Reference is made to the Company's press releases of 14 November 2016, 17 March, 15 May and 14 November 2017, 15 May and 14 November 2018 and 22 January and 15 April 2019.

up by conversion of the Bond debt into the New Shares. The (euro equivalent of the) difference between the Issue Price and the nominal value of each New Share will be added to the general share premium reserve (*algemene agio reserve*) of the Company. The New Shares will be issued prior to the ‘share collapse’ described in agenda item 10.

In its discussions with Sapinda, the Management Board and Supervisory Board acknowledged that the restructuring of the Bond would cause a significant dilution of the shareholdings of existing shareholders of the Company who are not also a holder of Bonds. The Management Board and the Supervisory Board nevertheless decided to recommend the restructuring of the Bond on the terms as set out above as the immediate restructuring of the Bond is essential for the Company to be able to attract further capital that could be used for capturing attractive opportunities that are currently available in the market and would be value-accretive for the Company and its Shareholders.

The Company undertakes that the New Shares will be submitted for trading on the Marché Libre segment of Euronext Paris as soon as possible after their issuance.

In connection with the restructuring of the Bond, it is proposed to the General Meeting to designate the Management Board as the competent body to resolve to grant rights to subscribe for the New Shares pursuant to the Bond and to exclude related pre-emptive rights. The designation is for a period of five (5) years until 18 June 2024, such in accordance with Articles 6.1, 6.3 and 6.6 of the Articles of Association. The designation of the Management Board does not affect any existing mandates of the Management Board to issue ordinary shares or grant rights to subscribe for ordinary shares in the capital of the Company or to exclude or limit pre-emptive rights in this regard.

The Management Board resolution to issue the New Shares as well as the Management Board resolution to resolve to exclude the pre-emptive rights will require the approval of the Supervisory Board.

Agenda item 9 - Development of new business opportunities and Company restructuring

General explanation

The Company announced³ that, in order to enable it to progress high quality acquisition targets of production and development assets before completion of its Bond restructuring, it is collaborating with a Sapinda subsidiary on an arms-length commercial basis. In addition it was noted that once the Bond debt would be restructured and the Company could secure the targeted investment opportunities, the realisation of these opportunities is expected to be value-accretive to the Company’s Shareholders when compared with other alternative outcomes. In order to set out the expectations of the Company and its main shareholder Sapinda (who will become a majority shareholder after completion of the Bond restructuring) with regard to their long-term relationship the parties on 10 May 2019 entered into a new shareholders agreement with regard to the Company (the **Shareholders Agreement**). By way of the Shareholders Agreement Sapinda commits to the Company’s strategy and governance model and the proposed executive incentive plan that requires the introduction of a new share class consisting of so called ‘growth shares’ that can be subscribed for by eligible members of the Management Board and senior executives of the Company’s group. Furthermore, the Company considered that by agreeing detailed arrangements with its prospective main shareholder about their relationship and by securing its support for future business development, it would be able to obtain necessary certainty to be able to pursue and capture these opportunities and concentrate on future business development in interests of all shareholders and other stakeholders of the Company.

Agenda item 9 includes proposals that are related to the implementation of the arrangements from the Shareholders Agreement. These items are therefore intrinsically linked.

³ Reference is made to the Company’s press releases of 22 January and 15 April 2019.

- (a) *Proposal to approve the issuance of Executive Participation Shares as part of the remuneration policy of the Management Board and to adopt the Conversion Terms and Regulations as terms and conditions applicable to the issuance of Executive Participation Shares to members of the Management Board and senior executives (vote)*

The Shareholders Agreement provides for growth shares, referred to as **Executive Participation Shares**, that link return (via conversion into ordinary shares in the capital of the Company and an entitlement to profits) to performance of the Company and its potential to generate return on investment to the Company's shareholders through creating shareholder value. The key terms that apply to the Executive Participation Shares, including the conversion formula and the entitlement to profits and other distributions, are set out in the document entitled "Conversion Terms and Regulations" (the **Conversion Terms and Regulations**). The Conversion Terms and Regulations shall at any time remain available for inspection by the shareholders at the offices of the Company and via a dedicated section on the Company's website. The Conversion Terms are regulations (*reglement*) adopted by the General Meeting, and approved by the Supervisory Board within the meaning of article 16.6 of the Articles of Association.

As these Executive Participation Shares consist of elements that link reward to future success of the Company, the Supervisory Board treats Executive Participation Shares issued to the Management Board as a long term share plan that forms part of the remuneration policy that is submitted for approval by the General Meeting pursuant of Section 2:135(1) of the Dutch Civil Code.

Since the Supervisory Board decides about the remuneration of the members of the Management Board, the issuance of Executive Participation Shares to members of the Management Board is submitted for approval by the General Meeting in accordance with Section 2:135(5a) of the Dutch Civil Code. As the current remuneration policy of the Company merely reflects a base salary reward component, the adoption of this proposal is considered to include the approval of the Executive Participation Shares as part of the Company's remuneration policy in additional to the existing base salary component.

- (b) *Proposal to designate the Supervisory Board as the corporate body authorised to (i) resolve to the issuance of the Executive Participation Shares, (ii) resolve to the grant of rights to subscribe for ordinary shares following conversion of the Executive Participation Shares and (iii) exclude related pre-emptive rights (vote)*

This agenda item combines the approvals by the General Meeting that relate to the designation of the Supervisory Board as the company body authorised to issue the Executive Participation Shares and the rights to subscribe for ordinary shares in the capital of the Company (this share class consisting of the shares in the capital of the Company without specification directly in issue prior to the creation of the Executive Participation Shares pursuant to Amendment of the Articles of Association III are relabelled **ordinary shares**) to which a holder of Executive Participation Shares is entitled following a conversion request. The number of ordinary shares that will be issued upon a valid conversion request by a holder of Executive Participation Shares (the **Conversion Request**) follows from a conversion formula that is based on the Shareholders Agreement and included in the Conversion Terms and Regulations that are proposed for approval under agenda item 9a. The number of Executive Participation Shares that can be issued is limited by the part of the Company's authorised capital that consists of Executive Participation Shares. Executive Participation Shares will be issued at their nominal value. Ordinary shares that will be issued to holders of Executive Participation Shares following a Conversion Request will be issued at their nominal value, and such nominal value can be fully paid up at the expense of the Company's reserves.

Pursuant to Article 11.10 of the Articles of Association⁴ the remuneration and further conditions of employment of each member of the Management Board are established by the Supervisory Board. In accordance with the aforementioned provision, it is proposed that the Supervisory Board administers the grant of Executive Participation Shares to members of the Management Board. The Management Board may nominate to the Supervisory Board senior executives that are invited to subscribe for Executive Participation Shares.

In accordance with articles 6.1 and 6.6 of the Articles of Association, the Supervisory Board, therefore proposes to the General Meeting to designate the Supervisory Board as the company body competent to issue Executive Participation Shares and to grant the rights to subscribe for ordinary shares which rights are stapled to these Executive Participation Shares and are to be exercised upon conversion of Executive Participation Shares in accordance with the Articles of Association and the Conversion Terms and Regulations. This designation will be for a period of five (5) years, starting 18 June 2019 and ending 18 June 2024.

- (c) *Proposal to amend the articles of association of the Company (to incorporate certain elements of the Shareholders Agreement, such as the creation of Executive Participation Shares) (vote)*

In order to incorporate certain provisions of the Shareholders Agreement the Articles of Association must be amended (the **Amendment of the Articles of Association I**). These amendments predominantly relate to the introduction of the Executive Participation Shares. Among other things the following amendments are proposed:

- **Article 4:** increase of the authorised share capital to allow for ‘headroom’ if the capital must be increased in connection with issuance of ordinary shares in connection to potential equity funding, for M&A purposes or the creation of ordinary shares following a conversion of Executive Participation Shares. In addition Article 4 provides that the issued capital is divided into ordinary shares and Executive Participation Shares.
- **Articles 6.1 and 6.4:** Executive Participation Shares are classified as so-called ‘growth shares’ that entitle the class to a specific fixed percentage of the Company’s profits as soon as the Company is Above Water, i.e. that investing shareholders make a return on their investment. This share class is protected against dilution following issuance of ordinary shares.

The Management Board decides on eligibility of senior executives for participation in the Executive Participation Shares program. This is reflected by including in Article 6.1 the right to propose to the Supervisory Board that new Executive Participation Shares are issued to such qualifying senior executives. The proposed changes should ensure the rights of the holders of Executive Participation Shares as a class but also to allow further issuance of Executive Participation Shares to specific members of the Management Board and senior executives without existing participants in the Executive Participation Shares program being able to reflect on these shares.

- **Article 6.8** reflects the character of Executive Participation Shares as growth incentive instruments by stipulating that conversion of an Executive Participation Shares (which include the exercise of the right to subscribe for shares that is intrinsically linked (or ‘stapled’) to such Executive Participation Shares) into ordinary shares pursuant to the Conversion Terms and Regulations results in the new ordinary shares being issued and the issue price paid at the expense of the Company’s distributable reserves.

⁴ Reference is made to the Articles of Association as they read after the Amendment of the Articles of Association III.

- **New Articles 9 and 10** describe the conditions for conversion of Executive Participation Shares into new ordinary shares whereby Article 10.2 describes the Executive Participation Shares as a share that is convertible 1:1 and mentions the aforementioned contractual right that is ‘stapled’ to such an Executive Participation Shares and which right entitles the holder of Executive Participation Shares to subscribe for additional new ordinary shares in accordance with the Conversion Terms and Regulations. These Conversion Terms and Regulations contain the relevant terms and conditions as set out in the Shareholder Agreement, in particular the conversion formula. Other terms including good/bad leaver arrangements are deemed industry customary terms. The Management Board and Supervisory Board are bound by the provisions set out in the Conversion Terms and Regulations as these qualify as regulations (*reglement*) described in Article 12.2 of the Articles of Association⁵. Approval of Amendment of the Articles of Association III by the General Meeting also implies its establishment the Conversion Terms and Regulations.

The amendments that are proposed to **Article 27** of the Articles of Association have been made so that – in combination with the Company’s reservation and dividend policy – the Executive Participation Shares participate in the profits of the Company *as if* these Executive Participation Shares would at the time of the distribution all have been converted into ordinary shares. However such “as if converted” entitlement to distributions only applies for so long the Company is Above Water (i.e. that investing shareholders make a return on their investment, which is calculated in the manner set out in the conversion formula). The default position of Dutch law is that shares in a Dutch public company are equally entitled to distributions (of profits) pro rata to their nominal value. In order to ensure that the Executive Participation Shares can participate *as if* these would have been converted into a larger number of ordinary shares with a similar nominal value, the part of the distribution that would have been payable on these ordinary shares if these would have been issued following an actual conversion, is first added to the reserve that is maintained exclusively for the benefit of holders of Executive Participation Shares (the **EPS Reserve**) in accordance with the Company’s reservation and dividend policy. Directly upon addition to the EPS Reserve an equal amount is distributed at the expense of this EPS Reserve to the holders of Executive Participation Shares. The part of the profits that has not been added to the EPS Reserve is distributed to the holders of ordinary shares. No distributions are made to holders of Executive Participation Shares if not also a distribution is made to holders of ordinary shares. However as long as the Company is not Above Water it is possible that no amounts are added to the EPS Reserve.

Prior to making any distribution the Management Board, with the approval of the Supervisory Board, will first decide whether it is prudent to add all or any part of the profits for a particular year to the general profit reserves of the Company.

The concept of reserving part of the profits as described in the Articles of Association and as explained above is considered as the Company’s Reservation and Dividend Policy. As all items are intrinsically linked the discussion of this Reservation and Dividend Policy is not scheduled as a separate agenda item but discussed under this agenda item 9c.

- **Article 27.6:** Distributions on Executive Participation Shares will be made to the holders of Executive Participation Shares pro rata the number of Executive Participation Shares held by each, which number of Executive Participation Shares held by a holder of Executive Participation Shares is determined depending on the period that has lapsed since the issuance of a particular Executive Participation Share. Only after the lapse of the second calendar year after the year in which an Executive Participation Share was issued will these represent a full entitlement towards any distributions by the Company in the manner as set out above.

⁵ Reference is made to the Articles of Association as they read after the Amendment of the Articles of Association I.

A full version of the draft deed of Amendment of the Articles of Association I in Dutch and a triptych that contains the English version of the Articles of Association as they read after each of the three amendments of the Articles of Association that are on the agenda of the AGM are available at the offices of the Company and via the Company's website (www.sequa-petroleum.com).

Other changes reflected in the dual column version of the proposal for the Amendment Articles of Association I are considered technical changes that are self-explanatory.

Authorisation

The proposal under this agenda item 9 also includes the authorisation to each member of the Management Board and each civil-law notary (and deputy civil-law notary), paralegal and notarial assistant at Allen & Overy LLP, Attorneys at Law, Civil-Law Notaries and Tax Consultants, in Amsterdam, The Netherlands to have the notarial deed that effects the Amendment of the Articles of Association I referred to under this agenda item 9 executed.

Agenda item 10 - Reverse stock split and capital reduction without repayment

General explanation

The issuance of the New Shares in connection to the restructuring of the Bond will result in a significant increase of the issued capital that is not directly reflected by an increase of the Company's assets. The Management Board is of the opinion that after the Bond restructuring the size of the Company's issued share capital will no longer present a proper reflection of its net asset value which may also result in the Company's shares being traded as 'penny stock'. Such would make it more difficult to attract future funding through the issuance of new shares in the capital of the Company and make it less attractive to offer shares as part of incentive programs or as consideration in M&A transactions. For these reasons the Management Board and the Supervisory Board propose to rationalise the Company's share capital via a so-called 'share collapse' whereby the Company's share capital is effectively reduced by a factor 10.

This reduction takes place via two subsequent steps that will be effected on the same day:

- (a) firstly, the ordinary shares will be consolidated on the basis of a ratio 10:1; and
- (b) secondly, the nominal value of the ordinary shares will be decreased and the difference between the increased and the new (lower) nominal value of the ordinary shares will be added to the retained deficit as recorded in the Company's financial books and records.

The reverse stock split and the adjustment in the nominal capital will not result in a repayment of capital to shareholders.

Shareholders' interests

Any registered holding of Shares not exactly divisible in accordance with the consolidation ratio will not generate an entitlement to fractional shares.

For persons holding their Shares through Euroclear, banks and brokers will round all positions up or down, depending on the particular contractual arrangement between the bank or broker and the shareholder. As a result, persons whose holding of ordinary shares in Euroclear is not divisible in accordance with the denominator of the consolidation ratio of 10:1 will either receive cash or need to pay an additional amount from or to the relevant bank or intermediary.

Shareholdings registered in the Company's shareholders register will be consolidated and converted into ordinary shares with the new nominal value in accordance with the consolidation ratio. These shareholders

can approach the Company directly and will be offered the opportunity to receive cash (when opting for rounding down) or acquire a new ordinary share (when opting for rounding up) similar to persons who hold their ordinary shares through Euroclear.

(a) *Proposal to amend the articles of association of the Company (to execute a reverse stock split) (vote)*

It is proposed to the General Meeting to amend the Articles of Association to, among other things, consolidate the number of ordinary shares on the basis of a ratio of 10:1 and to reflect in Article 35.1 the fact that, if a company's shares are of a different nominal value, Dutch law prescribes that the voting rights of the share with the highest nominal value equal the number of times that its nominal value reflects the nominal value of the share with the lowest nominal value (the **Amendment of the Articles of Association II**).

A full version of the draft deed of Amendment of the Articles of Association II in Dutch and a triptych that contains the English version of the Articles of Association as they read after each of the three amendments of the Articles of Association that are on the agenda of the AGM are available at the offices of the Company and via the Company's website (www.sequa-petroleum.com).

(b) *Proposal to (i) reduce the issued share capital of the Company without repayment and (ii) amend the articles of association of the Company (to decrease the nominal value of the ordinary shares) (vote)*

It is proposed to the General Meeting to amend the Articles of Association to, among other things, decrease the nominal value of each ordinary share from the amount it was raised to after the reverse stock split proposed in item 10a back to EUR 0.10 (the **Amendment of the Articles of Association III**). The resulting capital reduction will be effected without repayment of capital to the shareholders. The difference between the nominal value of the ordinary shares before the reduction (so EUR 1.00) and after the reduction (so EUR 0.10, and the difference between the two being EUR 0.90) will be added to the share premium reserves that maintained for the Ordinary Shares.

A full version of the draft deed of Amendment of the Articles of Association III in Dutch and a triptych that contains the English version of the Articles of Association as they read after each of the three amendments of the Articles of Association that are on the agenda of the AGM are available at the offices of the Company and via the Company's website (www.sequa-petroleum.com).

Conditions

The capital reduction⁶ is subject to the customary filings with the Dutch Commercial Register and the two month creditor objection period described in Section 2:100 of the Dutch Civil Code in connection with this capital reduction. The Amendment of the Articles of Association II and the Amendment of the Articles of Association III, that will result in the capital reduction, will only be effected after that period and subject to the condition that no objections have been received during that period or, in the event that one or creditors have opposed the capital reduction, after the opposition has been lifted.

Authorisation

Each of the proposals under this agenda item 10 also includes the authorisation to each member of the Management Board and each civil-law notary (and deputy civil-law notary), paralegal and notarial assistant at Allen & Overy LLP, Attorneys at Law, Civil-Law Notaries and Tax Consultants, in Amsterdam, The

⁶ This also includes any capital reduction that is the result of the rounding difference which is considered the effect of the cancellation of the repurchased partial share entitlement. The exact amount of the reduction is not known at the time of the AGM as it will depend on the choice of an individual shareholders or its bank or broker.

Netherlands, to have the notarial deeds of amendment of the Articles of Association referred to under this agenda item 10 executed.

Agenda item 11 – Composition of the Management Board

Each of the members of Management Board, Mr. J. Broekhuijsen en Mr. J.M. Luke have been re-appointed as member of the Management Board for a period ending at the close of the AGM.

- (a) *Proposal to re-appoint Mr. J. Broekhuijsen as member of the Management Board (CEO) for a period of three (3) years ending the close of the 2022 Annual General Meeting of Shareholders (vote)*

In accordance with Article 9.3 of the Articles of Association, the Supervisory Board resolved to nominate Mr. Broekhuijsen for re-appointment in a meeting of the Supervisory Board held on 10 May 2019. Mr. Broekhuijsen has indicated that he is available for re-appointment.

Mr. Broekhuijsen is fifty-six (56) years of age and does not hold any position relevant for the performance of his duties as member of the Management Board, other than his current position as member of the Management Board and as director Sequa Petroleum UK Ltd. and Sequa Petroleum Europe Limited.

It is proposed to nominate Mr. Broekhuijsen for re-appointment as member of the Management Board as he has significant knowledge and experience in the oil and gas industry, In particular he has more than twenty-five (25) years of international commercial experience in E&P and LNG working for Shell and BG Group.

- (b) *Proposal to re-appoint Mr. J.M. Luke as member of the Management Board for a period of three (3) years ending the close of the 2022 Annual General Meeting of Shareholders (vote)*

In accordance with Article 9.3 of the Articles of Association, the Supervisory Board resolved to nominate Mr. Luke for re-appointment in a meeting of the Supervisory Board held on 10 May 2019. Mr. Luke has indicated that he is available for re-appointment.

Mr. Luke is sixty (60) years of age and does not hold any position relevant for the performance of his duties as member of the Management Board, other than his current position as member of the Management Board and as director of, Sequa Petroleum UK Ltd and Sequa Petroleum Europe Limited. It is proposed to nominate Mr. Luke for re-appointment as member of the Management Board as he has significant knowledge and experience in the oil and gas industry. He has over thirty (30) years of experience in the offshore oil and gas industry, holding key positions in management, operations, engineering and marketing.

- (c) *Proposal to appoint Mr. D. ter Avest as member of the Management Board for a period of three (3) years ending the close of the 2022 Annual General Meeting of Shareholders (vote)*

In accordance with Article 9.3 of the Articles of Association, the Supervisory Board resolved to nominate Mr. Ter Avest for appointment in a meeting of the Supervisory Board held on 10 May 2019. Mr. Ter Avest has indicated that he is available for appointment.

Mr. Ter Avest is fifty-five (55) years of age and does not hold any position relevant for the performance of his duties as member of the Management Board, other than his current position of Business Development Director. It is proposed to nominate Mr. Ter Avest for appointment as member of the Management Board as he has significant knowledge and experience in the oil and gas industry with Shell, Advanced Well Technologies and Sonoro Energy. He has over 28 years of experience in the oil and gas industry, holding key positions in management, project development,

petroleum engineering, and business development. Mr. Ter Avest holds a PhD in Applied Physics from Twente University in the Netherlands.

Agenda item 12 – Composition of the Supervisory Board

Each of the current members of the Supervisory Board, Mr. L. Windhorst en Mr. J.J. van Rijswijk have been re-appointed as members of the Supervisory Board for a period ending the close of the AGM.

- (a) *Proposal to re-appoint Mr. L. Windhorst as member of the Supervisory Board for a period of two (2) years ending the close of the 2021 Annual General Meeting of Shareholders (vote)*

In accordance with Article 15.2 of the Articles of Association, the Supervisory Board resolved to nominate Mr. Windhorst for re-appointment in a meeting of the Supervisory Board held on 10 May 2019. Mr. Windhorst has indicated that he is available for re-appointment.

Mr. Windhorst is forty-two (42) years of age. He is the Chief Executive Officer of Sapinda Holding B.V. where he holds the position of chairman and member of the management board. Sapinda Holding B.V. is a significant shareholder of the Company. He is also a director of Sapinda Asia Limited. He is a member of the supervisory board of Ichor Coal N.V. and avateramedical N.V.

It is proposed to nominate Mr. Windhorst for re-appointment as member of the Supervisory Board as he has relevant knowledge and expertise investment activities.

- (b) *Proposal to re-appoint Mr. J.J. van Rijswijk as member of the Supervisory Board for a period of two (2) years ending the close of the 2021 Annual General Meeting of Shareholders (vote)*

In accordance with Article 15.2 of the Articles of Association, the Supervisory Board resolved to nominate Mr. Van Rijswijk for re-appointment in a meeting of the Supervisory Board held on 10 May 2019. Mr. Van Rijswijk has indicated that he is available for re-appointment.

Mr. Van Rijswijk is seventy-four (74) years of age. He holds no shares in the capital of the Company. He is an independent executive and was formerly employed in senior technical roles with Shell. He is not a member of the supervisory board of any other company. It is proposed to nominate Mr. Van Rijswijk for re-appointment as member of the Supervisory Board as he has relevant knowledge and experience in the oil and gas industry.

- (c) *Proposal to appoint Mr. T. Shabib as member of the Supervisory Board for a period of two (2) years ending the close of the 2021 Annual General Meeting of Shareholders (vote)*

In accordance with Article 15.2 of the Articles of Association, the Supervisory Board resolved to nominate Mr. Shabib for appointment in a meeting of the Supervisory Board held on 10 May 2019. Mr. Shabib has indicated that he is available for appointment.

Mr. Shabib is forty-eight (48) years of age. He holds no shares in the capital of the Company. He is an employee of Sapinda Holding B.V., where he holds the position of Chief investment Officer. Sapinda Holding B.V. is a shareholder of the Company. Mr. Shabib is currently non-executive chairman of the board of la Perla Global Management UK Ltd. He is not a member of the supervisory board of any other company. It is proposed to nominate Mr. Shabib for appointment as member of the Supervisory Board as he has significant business and financial experience.

Agenda item 13 - Authorisations:

- (a) *Proposal to designate the Management Board as the competent body authorised to resolve to issue ordinary shares in the capital of the Company (vote)*

It is proposed to the General Meeting to designate the Management Board as the competent body to resolve to issue new ordinary shares and to grant rights to subscribe for ordinary shares in the capital of the Company, with a nominal value of EUR 0.10 each, for a period of five (5) years until 18 June 2024, such in accordance with Article 6.1 of the Articles of Association. The Management Board would like to confirm this authority for the period ending 18 June 2024 (the existing designation on this matter – as granted by the General Meeting on 8 February 2019 – will expire upon the adoption of this resolution). The Management Board resolution to issue ordinary shares or to grant rights to subscribe for ordinary shares will require the approval of the Supervisory Board.

The designation of the Management Board as the competent body to resolve to the issue of ordinary shares in the capital of the Company and the granting of rights to subscribe to ordinary shares in the capital of the Company contemplates flexibility with regard to the financing of the Company and attracting of new capital.

The authority of the Management Board to resolve to issue ordinary shares and to grant rights to subscribe to ordinary shares will be restricted to:

- 10% of the entire issued capital of the Company on a fully diluted basis (which, for the avoidance of doubt, includes the number of ordinary shares that, at that time, could potentially be issued upon conversion of the Executive Participation Shares) at the time of the first issuance of ordinary shares or the first granting of rights to subscribe for ordinary shares under this mandate (but each time adjusted to a corresponding percentage of the share capital of the Company after conversion of the Bond and after the share collapse); and
- an additional 10% of the entire issued capital of the Company on a fully diluted basis (which, for the avoidance of doubt, also includes the number of ordinary shares that, at that time, could potentially be issued upon conversion of the Executive Participation Shares) in the event of a merger or acquisition.

(b) *Proposal to designate the Management Board as the competent body to resolve to restrict or exclude pre-emptive rights upon the issuance of ordinary shares (vote)*

In accordance with Article 6.6 of the Articles of Association, it is proposed to the General Meeting to designate the Management Board as the competent body to resolve to restrict or to exclude the pre-emptive rights upon the issuance of ordinary shares or granting of rights to subscribe for ordinary shares for a period of five (5) years until 18 June 2024. The Management Board would like to confirm the authority for the period ending 18 June 2024 (the existing designation on this matter – as granted by the General Meeting on 8 February 2019 – will expire upon the adoption of this resolution). The authority of the Management Board to resolve to restrict or to exclude the pre-emptive rights upon the issuance of ordinary shares will be restricted to:

- 10% of the entire issued capital of the Company on a fully diluted basis (which, for the avoidance of doubt, includes the number of ordinary shares that, at that time, could potentially be issued upon conversion of the Executive Participation Shares); and
- an additional 10% of the entire issued capital of the Company on a fully diluted basis (which, for the avoidance of doubt, also includes the number of ordinary shares that, at that time, could potentially be issued upon conversion of the Executive Participation Shares) in the event of a merger or acquisition,

both as referred to under agenda item 13a. The Management Board resolution to resolve to restrict or to exclude the pre-emptive rights will require the approval of the Supervisory Board.

(c) *Proposal to authorise the Management Board to repurchase ordinary shares (vote)*

In accordance with Section 2:98(4) of the Dutch Civil Code and Article 7.1 of the Articles of Association, it is proposed to the General Meeting to authorise the Management Board to have the Company acquire own ordinary shares for a valuable consideration. The authorization of the Management Board to have the Company acquire its own ordinary shares contemplates flexibility.

The Management Board would like to confirm the authority for the period not exceeding eighteen months of the date of the AGM and therefore until 18 December 2020 (and including). The authority of the Management Board will be restricted to 10% of the issued share capital of the Company on a fully diluted basis at the time of the first acquisition (which, for the avoidance of doubt, includes the number of ordinary shares that, at that time, could potentially be issued upon conversion of the Executive Participation Shares). The price per share will at least equal to EUR 0.01 but not exceed the stock price of a share at the last business day before the date of the acquisition increased by 10%. The approval of the Supervisory Board will be required for the acquisition of own ordinary shares by the Company.

Agenda item 14

Proposal to appoint FSV Accountants + Adviseurs B.V. as the external auditor of the Company for the financial year 2019 (vote)

In accordance with Article 24.1 of the Articles of Association it is proposed to the General Meeting to appoint FSV Accountants + Adviseurs B.V. as the external auditor of the Company for the financial year 2019.