

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this document or about what action to take, you should immediately seek your own professional advice from your stockbroker, solicitor, accountant, bank manager or other appropriately qualified independent financial adviser who is authorised under the Financial Services and Markets Act 2000 (as amended), if you are in the United Kingdom, or from another appropriately authorised independent financial adviser, if you are in a territory outside the United Kingdom.

If you sell or transfer or have sold or transferred all of your Ordinary Shares, please send this document (but not the accompanying Form of Proxy) to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for delivery to the purchaser or transferee.

HARBOUR ENERGY PLC

(Registered in Scotland with company number SC234781)

Proposed Reduction of Capital

and

Notice of General Meeting

A notice convening the General Meeting to be held at 10.30 a.m. (or as soon thereafter as the 2022 AGM is concluded or adjourned) on 11 May 2022 at No. 11 Cavendish Square, London, W1G 0AN is set out in Part II of this document. You should read the whole of this document.

Your attention is drawn to the letter from the Chairman which is set out in Part I of this document and which includes a recommendation that you vote in favour of the Resolutions to be proposed at the General Meeting. A Form of Proxy for use at the General Meeting is enclosed with the Notice of General Meeting and instructions for its completion and return are set out in the Form of Proxy.

Please read the information concerning attendance at the General Meeting set out in the letter from the Chairman in paragraph 6 (*General Meeting and Resolutions*).

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EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Publication of this document	13 April 2022
Latest time and date for receipt of Forms of Proxy	10.30 a.m. on 9 May 2022
General Meeting	10.30 a.m. on 11 May 2022 (or as soon thereafter as the 2022 AGM is concluded or adjourned)
Expected date of the first Court hearing for initial directions	in or around May 2022
Capital Reduction Record Time	6.30 p.m. on the Business Day preceding the Court hearing to confirm the Reduction of Capital
Expected date of the second Court hearing to confirm the Reduction of Capital	in or around July 2022
Effective Date of the Reduction of Capital	Business Day after the Court order confirming the Reduction of Capital

Notes:

- (1) Each of the times and dates set out above is based on current expectations and is subject to change. If any of the above times and/or dates is changed, the revised times and/or dates will be notified to Shareholders by announcement through a regulatory information service.
- (2) All above references to times are to London (BST) times.

PART I

LETTER FROM THE CHAIRMAN OF HARBOUR ENERGY PLC

(Registered in Scotland with company number SC234781)

4th Floor
Saltire Court
20 Castle Terrace
Edinburgh
EH1 2EN

13 April 2022

Directors

R. Blair Thomas (*Chairman*)
Linda Z. Cook (*Chief Executive Officer*)
Alexander Krane (*Chief Financial Officer*)
Simon Henry (*Senior Independent Non-Executive Director*)
Anne Marie Cannon (*Independent Non-Executive Director*)
G. Steven Farris (*Non-Executive Director*)
Alan Ferguson (*Independent Non-Executive Director*)
Andy Hopwood (*Independent Non-Executive Director*)
Margareth Øvrum (*Independent Non-Executive Director*)
Anne L. Stevens (*Independent Non-Executive Director*)

Dear Shareholder,

Proposed Reduction of Capital and

Notice of General Meeting of Harbour Energy plc

1. Introduction

I am writing in connection with the proposals recommended by the board of directors (the “**Board**”) of Harbour Energy plc (the “**Company**”) to:

- cancel the amounts standing to the credit of the Company’s share premium account (the “**Share Premium Reduction**”); and
- capitalise the amounts standing to the credit of the Company’s merger reserve by issuing B Ordinary Shares in the capital of the Company and thereafter to cancel such B Ordinary Shares (the “**Merger Reserve Reduction**”),

the Share Premium Reduction and the Merger Reserve Reduction being together the “**Reduction of Capital**”.

This document also provides details of a General Meeting that will be held at No. 11 Cavendish Square, London W1G 0AN on 11 May 2022 at 10.30 a.m. (or as soon thereafter as the 2022 AGM is concluded or adjourned) to consider the Resolutions that will be put to Shareholders to approve the proposed Reduction of Capital.

This document is being sent to you (i) to explain the background to, and reasons for, the Reduction of Capital and why the Board considers that it is in the best interests of the Company and its Shareholders that you vote in favour of the Resolutions, (ii) to give notice of the General Meeting, formal notice of which is set out in Part II of this document, and (iii) to explain the actions you should now take.

The contents of this document are important and I would urge you to read it carefully and to sign and return the enclosed Form of Proxy in accordance with the instructions given thereon and in paragraph 7 (*Action to be taken*) below as soon as possible.

2. Background to and reasons for Reduction of Capital

As announced on 9 December 2021, the Company has recommended an initial US\$200 million annual dividend. The Company has sufficient reserves to pay Shareholders an annual dividend at this level for at least the next three years. However, the Reduction of Capital, if approved, would create distributable reserves that would give the Company further flexibility to deliver shareholder returns over the coming years either in the form of distributions and/or purchases of the Company's own shares. It is expected that the Reduction of Capital, if confirmed by the Court, will create additional distributable reserves to the value of US\$6,310,950,067.

You 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, as further detailed in paragraph 3 (*Procedure to effect the Reduction of Capital*) and paragraph 4 (*Other Matters Concerning the Reduction of Capital*) below.

In seeking approval of the Reduction of Capital, the Directors are not indicating any commitment, and, at the date of this document do not have any immediate intention, to make any distributions or to buy back any Ordinary Shares, other than in respect of the US\$200 million initial dividend that was announced on 9 December 2021.

The proposed Reduction of Capital itself will not involve any distribution or repayment of capital, share premium or merger reserve 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 their nominal value), and no new share certificates will be issued as a consequence of the Reduction of Capital.

The proposed Reduction of Capital is not expected to affect any outstanding awards over the Company's shares granted under its employee share schemes.

3. Procedure to effect the Reduction of Capital

Share Premium Reduction

As at close of business on 8 April 2022 (being the latest practicable date prior to the date of this document), the Company had US\$1,504,697,887 standing to the credit of its share premium account.

Share premium forms part of the capital of the Company which arises on the issue by the Company of Ordinary Shares at a premium to their nominal value. The premium element is credited to its share premium account. Under the Companies Act, the Company is generally prohibited from paying any dividends or making other distributions in the absence of positive distributable reserves, and the share premium account, being a non-distributable reserve, can be applied by the Company only for limited purposes.

However, provided the Company obtains the approval of Shareholders by way of a special resolution and the subsequent requisite confirmation by the Court, it may reduce all or part of its share premium account and the amount by which the share premium account would be reduced would be credited to the Company's retained earnings reserve, which is a distributable reserve.

The Board is recommending that the entire amount of its share premium account be reduced to US\$nil. In order to effect the Share Premium Reduction, the Company first requires the authority of its Shareholders by the passing of a special resolution at the General Meeting.

The Share Premium Reduction will take effect when the order of the Court confirming it and a statement of capital approved by the Court have been registered with the Registrar of Companies. The effective date of the Share Premium Reduction is expected to be the Business Day following the hearing at which the

Reduction of Capital is to be confirmed by the Court and after which the order of the Court confirming the same is handed down, which is anticipated to be in or around July 2022.

Merger Reserve Reduction

In certain circumstances, such as where shares are issued in consideration for the acquisition of shares in another company, instead of creating share premium, an amount is credited to a merger reserve. The Company has US\$4,806,252,180 standing to the credit of its merger reserve, the majority of which (approximately US\$4,432 million) has arisen from the merger between the Company (formerly known as Premier Oil plc) and Chrysaor Holdings Limited to create Harbour Energy.

As in the case of a share premium account, a merger reserve can only be used in very limited circumstances. However, unlike the Company's share premium account, its merger reserve is a non-statutory reserve and the Court does not have the power to reduce non-statutory reserves.

Therefore, it is proposed to capitalise the entire sum standing to the credit of the Company's merger reserve, being US\$4,806,252,180, by applying that sum in paying up in full new B ordinary shares in the capital of the Company (with the nominal value of such shares being equal to the sum that is obtained by dividing the number of such shares to be issued into US\$4,806,252,180) (the "**B Ordinary Shares**") and, on the Business Day prior to the day of the Court hearing to confirm the Reduction of Capital, allotting and issuing such shares, credited as fully paid, to the persons holding Ordinary Shares as at the Capital Reduction Record Time, on the basis of one B Ordinary Share for every one Ordinary Share held (the "**B Ordinary Share Issue**").

The B Ordinary Shares will not be admitted to trading on the London Stock Exchange, or on any other market or stock exchange. It is a condition of issue of the B Ordinary Shares that no share certificates will be issued in respect of them. The B Ordinary Shares will have extremely limited rights. In particular, the B Ordinary Shares will carry no rights to participate in the profits of the Company and no rights to participate in the Company's assets, save on a winding up. The B Ordinary Shares will be transferable, but no market will exist in them and it is anticipated that the Court will confirm at the Court hearing to confirm the Reduction of Capital, that they may be cancelled the day after they are issued.

4. Other Matters concerning the Reduction of Capital

In addition to approval by Shareholders, the proposed Reduction of Capital requires the confirmation of the Court. Accordingly, following approval by Shareholders, the Company will apply, by way of a petition, to the Court, for confirmation of the Reduction of Capital.

In order to approve the Reduction of Capital, the Court will need to be satisfied that the interests of the Company's creditors (including contingent creditors) will not be prejudiced by the Reduction of Capital. A creditor may be entitled to object to the Reduction of Capital if they can prove they would be entitled to claim in a winding up and there is, as a result of the Reduction of Capital proceeding, a real likelihood that the creditor may not have its debts paid by the Company. The Company and the Directors will take such steps to satisfy the Court in this regard as they consider appropriate. Such steps may include seeking the consent of the relevant Company creditors to the proposed Reduction of Capital, or the provision by the Company of an undertaking to the Court that an amount released by the Reduction of Capital will remain undistributable for a defined period of time.

The Company is one of the guarantors of Harbour Energy Group's potential borrowings under the Senior Secured Revolving Borrowing Base Facility Agreement originally dated 30 January 2017 and as amended and restated on 21 December 2021 (the "**RBL Facility**"), which borrowings may be up to US\$4,500 million. The syndicate of lenders under the RBL Facility consists of nineteen banks. Under Clause 27.11 of the RBL Facility, the Reduction of Capital requires prior approval of the lenders representing 66.6 per cent. of the aggregate commitments, as calculated under the RBL Facility (the "**Majority Lenders**"). The Company has obtained such consent. Any future distribution made by the Company to its shareholders would require the Company to meet certain distribution conditions in the RBL Facility, which conditions include (i) there being no continuing default under the RBL Facility or default caused by the distribution, (ii) the most recent cashflow projection having been adopted in the way specified in the RBL Facility and there being no

resulting reduction payment outstanding and (iii) the most recent group liquidity test demonstrating that no default would result from the distribution.

The Board reserves the right to abandon or to discontinue (in whole or in part) the petition 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. The Board has undertaken a detailed review of the Company's liabilities (including contingent liabilities) and considers as at the date of this document that the Company will be able to satisfy the Court that, as at the Effective Date, the Company's creditors will not be prejudiced and/or will be sufficiently protected.

The Reduction of Capital does not affect the voting or dividend rights of any Shareholder, or the rights of any Shareholder on a return of capital.

5. United Kingdom Taxation

The following comments are intended as a general guide only and relate only to certain UK tax consequences of the Reduction of Capital. The comments are based on current legislation and HM Revenue & Customs published practice, both of which are subject to change, possibly with retrospective effect. These comments deal only with Shareholders who are resident for taxation purposes in the UK, who are the absolute beneficial owners of the Ordinary Shares and who hold them as an investment and not on a trading account ("**UK Shareholders**"). They do not deal with the position of certain classes of Shareholders, such as dealers in securities, insurance companies, collective investment schemes or persons regarded as having obtained their Ordinary Shares by reason of employment. **Any Shareholder who has any doubt about their own taxation position, or who is subject to taxation in any jurisdiction other than the UK should consult their own professional taxation advisor immediately.**

The Share Premium Reduction

The Share Premium Reduction should not have any consequences for UK Shareholders for the purposes of UK taxation of chargeable gains ("**CGT**"), UK income tax or UK corporation tax.

The Merger Reserve Reduction

On the basis that the B Ordinary Shares will be treated as being paid up for "new consideration" received by the Company, the B Ordinary Share Issue should not give rise to any liability for UK income tax (or corporation tax on income) in a UK Shareholder's hands.

For CGT purposes, the B Ordinary Share Issue should be treated as a "reorganisation", so that a UK Shareholder should not be treated as making a disposal of their Ordinary Shares for CGT purposes upon receipt of the B Ordinary Shares. Instead, the B Ordinary Shares should be treated as the same asset, acquired at the same time, as their Ordinary Shares.

On a disposal of B Ordinary Shares or Ordinary Shares by a UK Shareholder for CGT purposes, a UK Shareholder's base cost in their Ordinary Shares would be apportioned between their B Ordinary Shares and their Ordinary Shares based on their respective market values at the date that the B Ordinary Shares or Ordinary Shares are disposed of. It is likely that the market value of the B Ordinary Shares will be US\$nil for the duration of their existence. This is because the B Ordinary Shares will have no voting rights or rights to income; will have no market on which they can be traded; and it is anticipated that they will be cancelled for no payment on the day immediately following the date of their issue. Consequently, the issue of the B Ordinary Shares should not impact the base cost of the Ordinary Shares.

The reduction of capital effected by the cancellation of the B Ordinary Shares should be treated for CGT purposes as a further "reorganisation" so that a UK Shareholder should not be treated as making a disposal of their Ordinary Shares or B Ordinary Shares for CGT purposes. Instead, the Ordinary Shares held by the UK Shareholder after the cancellation of the B Ordinary Shares should be treated as the same asset, acquired at the same time, as their holding of Ordinary Shares and B Ordinary Shares prior to the cancellation which, as described above, should in turn be treated as the same asset, acquired at the same time, as their original

holding of Ordinary Shares. Accordingly, following the B Share Issue and the cancellation of the B Shares, UK Shareholders should be left in the same position for CGT purposes as they were in originally before the B Ordinary Share Issue and cancellation of B Ordinary Shares.

Even if (contrary to the preceding paragraph) the cancellation of the B Ordinary Shares were treated as a disposal for CGT purposes, provided that the market value of the B Ordinary Shares is US\$nil for the duration of their existence which, for the reasons described above, seems likely to be the case, there should be no adverse CGT consequences for UK Shareholders. There should be no chargeable gain (or allowable loss) on the cancellation of the B Ordinary Shares, and the UK Shareholder's base cost in their Ordinary Shares should be the same as it was originally before the B Ordinary Share Issue and cancellation of B Ordinary Shares.

UK stamp duty and stamp duty reserve tax

No stamp duty or stamp duty reserve tax will be payable on the Reduction of Capital, including the B Ordinary Shares Issue and the cancellation of the B Ordinary Shares.

6. General Meeting and Resolutions

The General Meeting will be held at No. 11 Cavendish Square, London, W1G 0AN on 11 May 2022 at 10.30 a.m. (or as soon thereafter as the 2022 AGM is concluded or adjourned). The Notice of General Meeting is set out in Part II of this document on pages 10 to 11.

The Resolutions to approve the Reduction of Capital will be proposed as special resolutions requiring a majority of not less than 75 per cent. of the votes cast.

Given the constraints we faced in recent times due to the COVID-19 pandemic, your Board is pleased to have the opportunity to meet shareholders in person at the General Meeting. As at the date of the Notice, there are no UK Government restrictions related to the COVID-19 pandemic in place. Although this is not anticipated to change, you are encouraged to monitor our website and also announcements via the Regulatory News Service in the event that alternative arrangements for the General Meeting need to be made.

Please note that no presentations on the Company's business will be given at the General Meeting and no refreshments will be available.

7. Action to be taken

We strongly encourage all Shareholders to exercise their vote by appointing the Chair of the General Meeting (rather than a named individual) as their proxy and providing voting instructions in advance of the General Meeting, in accordance with the instructions explained in the Notes attached to the Notice which appear on pages 12 to 14 in Part II of this document.

All Resolutions will be decided on a poll to be called by the Chair of the General Meeting. This reflects current best practice and ensures that Shareholders who have appointed the Chair of the General Meeting as their proxy have their votes fully taken into account. The results will be published on the Company's website and will be released to the London Stock Exchange as soon as practicable following the conclusion of the General Meeting.

8. Questions

We understand that the General Meeting is an opportunity for Shareholders to ask questions of the Board in relation to the business of the General Meeting. We encourage Shareholders to submit questions for the General Meeting via email (Investor.Relations@harbourenergy.com) or, alternatively, we would be happy to receive written questions by post sent to our Registrar. The Company reserves the right to summarise and/or aggregate questions of a similar nature and responses given will be in relation to the business of the General Meeting only. Any questions to be put to the General Meeting should be submitted by the close of business on 9 May 2022 and the Company will publish a summary of responses within the 'Investors' section of its website following the General Meeting.

9. Recommendation

The Directors consider that the proposed Reduction of Capital is in the best interests of the Company and its Shareholders as a whole and unanimously recommend that you vote in favour of the Resolutions, as they intend to do in respect of their own beneficial holdings of 24,211,489 Ordinary Shares, representing, in aggregate, approximately 2.616 per cent. of the Company's issued ordinary share capital as at close of business on 8 April 2022 (being the latest practicable date prior to publication of this document).

Yours sincerely,

R. Blair Thomas
Chairman
Harbour Energy plc

PART II

NOTICE OF GENERAL MEETING

HARBOUR ENERGY PLC

(Registered in Scotland with company number SC234781)

Notice is hereby given that a General Meeting of the Company will be held at No. 11 Cavendish Square, London, W1G 0AN on 11 May 2022 at 10.30 a.m. (or as soon thereafter as the 2022 AGM is concluded or adjourned) for the purposes of considering and, if thought fit, passing the following resolutions (the “**Resolutions**”), which will be proposed as special resolutions.

SPECIAL RESOLUTIONS

1. **THAT**, the amount of US\$4,806,252,180 standing to the credit of the merger reserve be capitalised and applied in paying up in full at par such number of new B ordinary shares (the “**B Ordinary Shares**”) equal to the number of Ordinary Shares in issue as at the Capital Reduction Record Time (as defined in the circular to shareholders of the Company dated 13 April 2022 of which this notice forms part), such B Ordinary Shares having a nominal value equal to the sum that is obtained by dividing the number of B Ordinary Shares to be issued as set out above into US\$4,806,252,180, as shall be required to effect such capitalisation, and the directors of the Company be and are hereby authorised for the purposes of section 551 of the Companies Act 2006 (the “**Companies Act**”) to allot and issue all of the B Ordinary Shares thereby created to such members of the Company as the directors of the Company shall in their absolute discretion determine upon terms that they are paid up in full by such capitalisation, and such authority shall for the purposes of section 551 of the Companies Act expire on the conclusion of the next annual general meeting of the Company, or, if earlier, 12 May 2023.
2. **THAT**, the B Ordinary Shares created and issued pursuant to resolution 1 above shall have the following rights and restrictions:
 - (a) the holder(s) of the B Ordinary Shares shall have no right to receive any dividend or other distribution whether of capital or income;
 - (b) the holder(s) of the B Ordinary Shares shall have no right to receive notice of or to attend or vote at any general meeting of the Company;
 - (c) the holder(s) of the B Ordinary Shares shall on a return of capital in a liquidation, but not otherwise, be entitled to receive the nominal amount of each such share but only after the holder of each Ordinary Share shall have received the amount paid up or credited as paid up on such a share and the holder(s) of the B Ordinary Shares shall not be entitled to any further participation in the assets or profits of the Company;
 - (d) a reduction by the Company of the capital paid up or credited as paid up on the B Ordinary Shares and the cancellation of such shares will be treated as being in accordance with the rights attaching to the B Ordinary Shares and will not involve a variation of such rights for any purpose. The Company will be authorised at any time without obtaining the consent of the holder(s) of the B Ordinary Shares to reduce its capital in accordance with the Companies Act; and
 - (e) the Company shall have irrevocable authority at any time after the allotment or issue of the B Ordinary Shares to appoint any person to execute on behalf of the holders of such shares a transfer thereof and/or an agreement to transfer the same without making any payment to the holders thereof to such person or persons as the Company may determine and, in accordance with the provisions of the Companies Act, to purchase or cancel such shares without making any payment to or obtaining the sanction of the holders thereof and pending such a transfer and/or purchase and/or cancellation to retain the certificates, if any, in respect thereof, provided

also that the Company may in accordance with the provisions of the Companies Act purchase all but not some only of the B Ordinary Shares then in issue at a price not exceeding US\$1.00 for all the B Ordinary Shares.

3. **THAT**, subject to the B Ordinary Shares having been allotted and issued, and subject to the confirmation of the Court of Session, Edinburgh, Scotland (the “**Court**”), the capital of the Company be reduced by cancelling and extinguishing the B Ordinary Shares allotted and issued pursuant to resolution 2 above and the amount of such reduction be and is hereby credited to the reserves of the Company.
4. **THAT**, subject to the confirmation of the Court, the share premium account of the Company be and is hereby cancelled and the amount of such reduction be and is hereby credited to the reserves of the Company.

BY ORDER OF THE BOARD

Rachel Rickard
Company Secretary

13 April 2022

Registered Office:
4th Floor
Saltire Court
20 Castle Terrace
Edinburgh
EH1 2EN

NOTES TO THE NOTICE OF THE MEETING

Attending the General Meeting

To be entitled to attend and vote at the General Meeting (and for the purpose of the determination by the Company of the votes they may cast), shareholders must be registered in the Register of Members of the Company at 6.30 p.m. on 9 May 2022 (or, in the event of any adjournment, 6.30 p.m. on the date which is two days before the time of the adjourned General Meeting). Changes to the Register of Members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the General Meeting.

Shareholder participation

In accordance with the Companies Act, any member attending the General Meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the General Meeting but no such answer need be given if (a) to do so would involve the disclosure of confidential information, (b) the answer has already been given on a website in the form of an answer to a question, or (c) it is undesirable in the interests of the Company or the good order of the General Meeting that the question be answered.

Appointment of proxies

Your Board strongly encourages you to vote by proxy. You can cast your vote online at www.sharevote.co.uk or by post using a proxy card if you have been sent one. Further details regarding proxy voting can be found below.

Members are entitled to appoint one or more proxies (who need not be a member of the Company) to exercise all or any of their rights to attend, speak and vote at the General Meeting. The Company's articles of association provide that:

- if a member appoints more than one proxy and the proxy forms appointing those proxies would give those proxies the apparent right to exercise votes on behalf of the member in a general meeting over more shares than are held by the member, then each of those proxy forms will be invalid and none of the proxies so appointed will be entitled to vote at the relevant general meeting; and
- if a member submits more than one valid proxy appointment in respect of the same share, the appointment received last (regardless of its date or the date on which it is signed) before the latest time for the receipt of proxies will take precedence. If it is not possible to determine the order of receipt, none of the forms will be treated as valid.

A vote withheld is not a vote in law, which means that the vote will not be counted in the proportion of votes "for" and "against" a Resolution. Where a proxy has been appointed by a member, if such member does not give any instructions in relation to that Resolution that member should note that their proxy will have authority to vote on the Resolution as he/she thinks fit.

Any power of attorney or any other authority under which the form of proxy is signed (or a duly certified copy of such power or authority) must be included with the proxy form. In the case of a member which is a company, the form of proxy should either be sealed by that company or signed by someone authorised to sign it.

A form of proxy which may be used to make such appointment and give proxy instructions accompanies this Notice. If you do not have a form of proxy and believe that you should have one, or if you require additional forms, please contact Equiniti on +44 (0)371 384 2030.

To be valid, forms of proxy must be lodged by one of the following methods by 10.30 a.m. on 9 May 2022:

- in hard copy form by post to the Company's Registrar at Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA;

- in the case of CREST Members or CREST Personal Members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below;
- in the case of institutional investors you may utilise the Proximity platform as set out below; or
- by submitting your proxy appointment electronically via the internet at www.sharevote.co.uk.

CREST Members

CREST Members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by utilising the procedures described in the CREST Manual (available via www.euroclear.com/about/en/business/Keylegaldocuments.html). 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.

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a “**CREST Proxy Instruction**”) must be properly authenticated in accordance with Euroclear UK & International Limited’s specifications, and must contain the information required for such instruction, 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 Equiniti (ID: RA19) by 10.30 a.m. on 9 May 2022.

For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application Host) from which the issuer’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.

CREST Members and, where applicable, their CREST Sponsors, or voting service providers should note that Euroclear UK & International Limited does not make available special procedures in CREST for any particular message. 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, to procure that their 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 system 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 an instruction as invalid in the circumstances set out in regulation 35(5)(a) of the Uncertificated Securities Regulations 2001 (as amended).

Proximity platform

If you are an institutional investor you may also be able to appoint a proxy electronically via the Proximity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proximity, please go to www.proximity.io. Your proxy must be lodged by 10.30 a.m. on 9 May 2022 in order to be considered valid. Before you can appoint a proxy via this process you will need to have agreed to Proximity’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.

Nominated persons and information rights

Any person to whom this Notice of General Meeting is sent who is a person nominated under Section 146 of the Companies Act to enjoy information rights (a “**Nominated Person**”) may, under an agreement between him/her and the shareholder by whom he/she was nominated, have the right to appoint the Chair of the General Meeting as its proxy for the General Meeting.

If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights. However, the statement of the rights of shareholders in relation to the appointment of proxies described above does not apply to Nominated Persons. The rights described in those paragraphs can only be exercised by shareholders of the Company.

Joint holders and corporate representatives

In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's Register of Members in respect of the joint holding (the first-named being the most senior). Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.

Share capital

As at close of business on 8 April 2022 (being the latest practicable date prior to the date of this Notice of General Meeting) the Company's issued ordinary share capital consisted of 925,532,639 Ordinary Shares, carrying one vote each. Therefore the total voting rights in the Company as at close of business on 8 April 2022 were 925,532,639.

Queries and access to information

Except as provided above, members who have general queries about the General Meeting should use the following means of communication (no other methods of communication will be accepted): calling Equiniti's shareholder helpline on +44 (0)371 384 2030. You may not use any electronic address provided either (a) in this Notice of General Meeting, or (b) in any related documents (including the Chairman's letter and form of proxy) to communicate with the Company for any purposes other than those expressly stated.

This Notice of General Meeting will be available for inspection at 23 Lower Belgrave Street, London, SW1W 0NR from the date of this document until the close of the General Meeting. If you would like to inspect copies of any of the documents listed in this paragraph, please contact the Company Secretary. If you would like to request a copy of this Notice of General Meeting in an alternative format such as in large print or audio, please contact the Company's Registrar.

A copy of this Notice of General Meeting, and other information required by Section 311A of the Companies Act, can be found at www.harbourenergy.com.

Processing of personal data

The Company may process the personal data of attendees at the General Meeting. This may include audio recordings as well as other forms of personal data. The Company shall process any such personal data in accordance with its Privacy Policy available on the Company's website.

PART III

DEFINITIONS

The following definitions and terms apply throughout this document unless otherwise stated or the context requires otherwise:

“2022 AGM”	the 2022 annual general meeting of the Company to be held on the same day as the General Meeting
“B Ordinary Share Issue”	the issue of one B Ordinary Share for each one Ordinary Share held by each Shareholder, as described in this document
“B Ordinary Shares”	the shares in the capital of the Company to be created by the B Ordinary Share Issue, where the nominal value of such shares is equal to the sum that is obtained by dividing the number of B Ordinary Shares to be issued into US\$4,806,252,180
“Board”	the board of directors of the Company
“Business Day”	a day (other than Saturdays, Sundays and public holidays in the United Kingdom) on which banks are open for business in London
“Capital Reduction Record Time”	6.30 p.m. on the Business Day immediately preceding the Business Day of the Court hearing to confirm the Reduction of Capital
“CGT”	UK taxation of chargeable gains
“Companies Act”	the Companies Act 2006, as amended from time to time
“Company” or “Harbour Energy”	Harbour Energy plc, a company registered in Scotland with company number SC234781
“Court”	the Court of Session, Edinburgh, Scotland
“CREST”	the system for paperless settlement of trades and the holding of uncertificated shares administered through Euroclear in accordance with the CREST Regulations
“CREST Manual”	the Manual, as amended from time to time, produced by Euroclear describing the CREST system and supplied by Euroclear to users and participants thereof
“CREST Member”	a person who has been admitted by Euroclear as a system member (as defined in the CREST Regulations)
“CREST Participant”	a person who is, in relation to CREST, a system participant (as defined in the CREST Regulations)
“CREST Regulations”	the Uncertificated Securities Regulations 2001 (SI 2001 No. 3755), as amended from time to time
“CREST Sponsor”	a CREST Participant admitted to CREST as a CREST Sponsor
“Directors” or “Board”	the board of directors of the Company as at the date of this document
“Effective Date”	the date on which the Reduction of Capital becomes effective, being the date on which the Court order relating to the proposed Reduction of Capital and the statement of capital in respect of the

	proposed Reduction of Capital have both been registered by the Registrar of Companies at Companies House
“Equiniti”	Equiniti Limited
“Euroclear”	Euroclear UK & International Limited, a company incorporated in England and Wales with registered number 02878738, whose registered office is at 33 Cannon Street, London EC4M 5SB, the operator of CREST
“Form of Proxy”	the form of proxy accompanying this document to be used in connection with the General Meeting
“Harbour Energy Group”	the Company, together with its subsidiaries and subsidiary undertakings as at the date of this document
“General Meeting”	the general meeting of the Company to be held at No. 11 Cavendish Square, London, W1G 0AN on 11 May 2022 at 10.30 a.m. (or as soon thereafter as the 2022 AGM is concluded or adjourned), notice of which is set out in Part II of this document
“London Stock Exchange”	the London Stock Exchange plc or its successor
“Majority Lenders”	has the meaning set out in paragraph 3 of Part I of this document
“Member”	a CREST Member admitted to CREST as a Sponsored Member
“Merger Reserve Reduction”	the capitalisation of the amounts standing to the credit of the Company’s merger reserve by issuing B Ordinary Shares in the capital of the Company and thereafter the cancellation of such B Ordinary Shares
“Notice of General Meeting”	the notice convening the General Meeting contained in this document
“Ordinary Shares”	the ordinary shares of 0.002 pence each in the capital of the Company
“RBL Facility”	has the meaning set out in paragraph 3 of Part I of this document
“Reduction of Capital”	the Share Premium Reduction and the Merger Reserve Reduction
“Register of Members”	the Company’s register of members
“Registrar”	Equiniti
“Resolutions”	the special resolutions to be proposed at the General Meeting as set out in the Notice of General Meeting in Part II of this document, and “Resolution” shall mean any one of them as the context shall require
“Shareholders”	the holders of Ordinary Shares
“Share Premium Reduction”	the cancellation of the amounts standing to the credit of the Company’s share premium account
“UK Shareholders”	has the meaning given to it in paragraph 5 of Part I of this document
“United Kingdom” or “UK”	the United Kingdom of Great Britain and Northern Ireland

For the purposes of this document, all references to “**GBP**”, “**£**” and “**pence**” are to the lawful currency of the United Kingdom and all references to “**USD**” and “**US\$**” are to the lawful currency of the United States of America unless otherwise stated.

