



**Current Report No. 19/2019**

**Date: 2019-05-16**

**Issuer's trading name: SERINUS ENERGY plc**

**Title: Resolutions adopted by the Annual Meeting of Serinus Energy plc on May 16, 2019**

**Legal basis: Article 56 Section 1 item 2 of the Offer Act – current and periodical information**

**Content:**

The Management of SERINUS ENERGY plc (the “**Company**”) provides information about resolutions adopted by its Annual General Meeting of shareholders (the “**General Meeting**”) held on 16 May 2019 and voting results for every resolution. The voting results for the Ordinary Resolutions and Special Resolution presented to shareholders in the Proxy Statement and Notice of Meeting (disclosed with current report No. 14/2019 of 23 April 2019 and 15/2019 of 24 April 2019) are in the attachment to this report.

Moreover the Company informs that the General Meeting resolved not to forgo the examination of any item on the proposed agenda and no objections were registered and entered in the minutes in this regard. All the resolutions put to a vote passed. The Company presents attached the documents put to a vote at the General Meeting.

Considering that the shares of the Company are listed on AIM in the UK, the Company provides also respective information about the voting results in English in the attachment to this current report, which has been filed by the Company in the UK and will also be available on Company's website: [www.serinusenergy.com](http://www.serinusenergy.com)

## **Resolutions adopted by the Annual General Meeting of Serinus Energy plc which was held on May 16, 2019 and voting results**

### **Ordinary Resolutions**

#### ***Reports and Accounts***

##### **Resolution 1**

To receive the audited financial statements of the Company for the year ended 31 December 2018 and the related auditor's report (the 2018 Annual Report and Accounts).

Number of shares under which valid votes were cast: 121,717,574; percentage share of the above shares in the share capital: 50.96 %; total number of valid votes: 121,717,574; number of votes "for": 121,710,574; number of votes "against": 7,000; "withheld": 0

#### ***Re-appointment of Directors (to hold office until the next annual general meeting of Serinus Energy Plc)***

##### **Resolution 2**

To re-appoint Łukasz Rędziniak as a Director of the Company.

Number of shares under which valid votes were cast: 121,717,574; percentage share of the above shares in the share capital: 50.96 %; total number of valid votes: 121,717,574; number of votes "for": 121,710,574; number of votes "against": 0; "withheld": 7,000

##### **Resolution 3**

To re-appoint Jeffrey Auld as a Director of the Company.

Number of shares under which valid votes were cast: 121,717,574; percentage share of the above shares in the share capital: 50.96%; total number of valid votes: 121,717,574; number of votes "for": 121,710,574; number of votes "against": 0; "withheld": 0

##### **Resolution 4**

To re-appoint Eleanor Barker as a Director of the Company.

Number of shares under which valid votes were cast: 121,717,574; percentage share of the above shares in the share capital: 50.96 %; total number of valid votes: 121,717,574; number of votes "for": 121,710,574; number of votes "against": 7,000; "withheld": 0

##### **Resolution 5**

To re-appoint James Causgrove as a Director of the Company.

Number of shares under which valid votes were cast: 121,717,574; percentage share of the above shares in the share capital: 50.96 %; total number of valid votes: 121,717,574; number of votes "for": 121,710,574; number of votes "against": 7,000; "withheld": 0

**Resolution 6**

To re-appoint Dawid Jakubowicz as a Director of the Company.

Number of shares under which valid votes were cast: : 121,717,574; percentage share of the above shares in the share capital: 50.96 %; total number of valid votes: : 121,717,574; number of votes "for": 121,710,574; number of votes "against": 0; "withheld": 0

**Resolution 7**

To re-appoint Tracy Heck as a Director of the Company.

Number of shares under which valid votes were cast: 121,717,574; percentage share of the above shares in the share capital: 50.96 %; total number of valid votes: 121,717,574; number of votes "for": 121,710,574; number of votes "against": 0; "withheld": 0

***Auditor's re-appointment and remuneration*****Resolution 8**

To re-appoint BDO, LLP as the Company's auditors until the conclusion of the next AGM of the Company.

Number of shares under which valid votes were cast: 121,717,574; percentage share of the above shares in the share capital: 50.96%; total number of valid votes: 121,717,574; number of votes "for": 121,710,574; number of votes "against": 0; "withheld": 0

**Resolution 9**

To authorise the Audit Committee on behalf of the Directors to agree the remuneration of the Company's auditors and terms of their re-appointment.

Number of shares under which valid votes were cast: 121,717,574; percentage share of the above shares in the share capital: 50.96 %; total number of valid votes: 121,717,574; number of votes "for": 121,710,574; number of votes "against": 7,000; "withheld": 0

***Directors' authority to allot relevant securities*****Resolution 10**

That, the Directors, in accordance with Article 10.2 of the Company's Articles of Association (Articles) be and are hereby authorised to allot:

- (a) up to 2,263,127 ordinary shares of no par value each in the Company (Ordinary Shares) upon due exercise of the warrants issued under the Warrant Instrument of the Company dated 26 March 2019 (Warrant Instrument);
- (b) otherwise than pursuant to paragraphs (a) and (c), relevant securities (as defined in the Articles) up to an aggregate number equivalent to one-third of the total aggregate number of Ordinary Shares in issue as at 22 April 2019, being the latest practicable date prior to this Notice (the Latest Practicable Date) (such number to be reduced by the number of any relevant securities allotted under paragraph (c) below in excess of that number); and
- (c) relevant securities up to an aggregate number equivalent to two-thirds of the total aggregate number of Ordinary Shares in issue as at the Latest Practicable Date (such number to be reduced by the number of any relevant securities allotted under paragraph (b) above) in connection with an offer by way of a rights issue.

Paragraphs (b) and (c) shall expire on the earlier of 15 months after the passing of this Resolution or the conclusion of the AGM of the Company to be held in 2020 and paragraph (a) shall expire on 27 March

2021 except that the Company may, at any time prior to the expiry of such authorities, make an offer or enter into an agreement which would or might require relevant securities to be allotted after the expiry of such authorities and the Directors may allot relevant securities in pursuance of such an offer or agreement as if such authorities had not expired.

Number of shares under which valid votes were cast: 121,717,574; percentage share of the above shares in the share capital: 50.96 %; total number of valid votes: 121,717,574; number of votes "for": 121,717,529; number of votes "against": 45; "withheld": 0

### Special Resolution

#### ***Directors' authority to allot shares without rights of pre-emption rights***

##### **Resolution 11**

That, subject to and conditional upon the passing of Resolution 10, the Directors be generally and unconditionally authorised pursuant to Article 12 of the Articles to allot equity securities wholly for cash, without rights of pre-emption applying as follows:

- (a) up to 2,263,127 Ordinary Shares upon due exercise of the warrants issued under the Warrant Instrument;
- (b) otherwise than pursuant to paragraph (a) above, in connection with a rights issue; and
- (c) otherwise than pursuant to paragraphs (a) and (b) above, up to an aggregate number equivalent to 10 percent of the total aggregate number of Ordinary Shares in issue as at the Latest Practicable Date;

Paragraphs (b) and (c) shall expire on the earlier of 15 months after the passing of this Resolution or the conclusion of the AGM of the Company to be held in 2020, except that the Company may, at any time prior to the expiry of such authorities, make an offer or enter into an agreement which would or might require equity securities to be allotted after the expiry of such authorities and the Directors may allot equity securities in pursuance of such an offer or agreement as if such authorities had not expired. Paragraph (a) shall not expire.

Number of shares under which valid votes were cast: 121,717,574; percentage share of the above shares in the share capital: 50.96 %; total number of valid votes: 121,717,574; number of votes "for": 121,717,529; number of votes "against": 45; "withheld": 0

16 May 2019

Press Release

## Voting Results from AGM

**Jersey, Channel Islands, 16 May 2019** -- Serinus Energy plc ("**Serinus**", "**SEN**" or the "**Company**") (AIM:SENX, WSE:SEN) is pleased to report that at the Annual General Meeting of shareholders ("**AGM**") held on 16 May 2019, all resolutions were duly passed. The voting results for the Ordinary Resolutions and Special Resolution presented to shareholders in the Proxy Statement and Notice of Meeting dated 23 April 2019 were as follows:

### Voting Results

Ordinary Resolution	Votes For		Votes Against		Votes Withheld
	Number	Percent (%)	Number	Percent (%)	
1. Financial Statements	121,710,574	99.99	7,000	0.01	0
2. Re-appoint L Redziniak	121,710,574	100.00	0	0.00	7,000
3. Re-appoint J Auld	121,717,574	100.00	0	0.00	0
4. Re-appoint E Barker	121,710,574	99.99	7,000	0.01	0
5. Re-appoint J Causgrove	121,710,574	99.99	7,000	0.01	0
6. Re-appoint D Jakubowicz	121,717,574	100.00	0	0.00	0
7. Re-appoint T Heck	121,717,574	100.00	0	0.00	0
8. Re-appoint BDO	121,717,574	100.00	0	0.00	0
9. Agree the Remuneration	121,710,574	99.99	7,000	0.01	0
10. Allot Relevant Securities	121,717,529	100.00	45	0.00	0

  

Special Resolution	Votes For		Votes Against		Votes Withheld
	Number	Percent (%)	Number	Percent (%)	
11. Article 12 of Articles	121,717,529	100.00	45	0.00	0

Note: A vote "Withheld" is not a vote in law and is not counted in the calculation of the proportion of the votes "For" and "Against" shown.

### About Serinus

*Serinus is an international upstream oil and gas exploration and production company that owns and operates projects in Tunisia and Romania.*

For further information, please refer to the Serinus website ([www.serinusenergy.com](http://www.serinusenergy.com)) or contact the following:

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**Translation:** *This news release has been translated into Polish from the English original.*

**Forward-looking Statements** *This release may contain forward-looking statements made as of the date of this announcement with respect to future activities that either are not or may not be historical facts. Although the Company believes that its expectations reflected in the forward-looking statements are reasonable as of the date hereof, any potential results suggested by such statements involve risk and uncertainties and no assurance can be given that actual results will be consistent with these forward-looking statements. Various factors that could impair or prevent the Company from completing the expected activities on its projects include that the Company's projects experience technical and mechanical problems, there are changes in product prices, failure to obtain regulatory approvals, the state of the national or international monetary, oil and gas, financial, political and economic markets in the jurisdictions where the Company operates and other risks not anticipated by the Company or disclosed in the Company's published material. Since forward-looking statements address future events and conditions, by their very nature, they involve inherent risks and uncertainties and actual results may vary materially from those expressed in the forward-looking statement. The Company undertakes no obligation to revise or update any forward-looking statements in this announcement to reflect events or circumstances after the date of this announcement, unless required by law.*