



Current Report No. 11/2023

Date: 2023-05-11

Issuer's trading name: SERINUS ENERGY plc

Title: Resolutions of the Annual General Meeting of Serinus Energy plc on May 11, 2023

Legal basis: Article 56, Section 1, Item 2 Act on Public Offering – current and periodical information

Content:

The Management of SERINUS ENERGY plc (the “**Company**”) provides information about resolutions of its Annual General Meeting of shareholders (the “**Meeting**” or “**AGM**”) held on 11 May 2023. The voting results for the Ordinary Resolutions and Special Resolutions presented to shareholders in the Notice of Meeting (disclosed with WSE current report No. 6/2023 of 18 April 2023) are in the attachment to this report. The special resolutions did not achieve the 75% threshold of shareholder approval to be passed.

Moreover, the Company informs that the AGM 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.

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

**Resolutions adopted by the Annual General Meeting of Serinus Energy plc
which was held on May 11, 2023
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 2022 and the related auditor's report (the 2022 Annual Report and Accounts).

Number of shares under which valid votes were cast:	43 230 535
Percentage share of the above shares in the share capital:	38%
Total number of valid votes:	43 230 535

number of votes "for":	number of votes "against":	number of votes "withheld":
39 296 496	3 934 039	4

Re-appointment of Directors

Resolution 2

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

Number of shares under which valid votes were cast:	42 435 158
Percentage share of the above shares in the share capital:	37%
Total number of valid votes:	42 435 158

number of votes "for":	number of votes "against":	number of votes "withheld":
28 118 635	14 316 523	795 381

Resolution 3

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

Number of shares under which valid votes were cast:	30 830 539
Percentage share of the above shares in the share capital:	27%
Total number of valid votes:	30 830 539

number of votes "for":	number of votes "against":	number of votes "withheld":
26 719 257	4 111 282	12 400 000

Resolution 4

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

Number of shares under which valid votes were cast:	42 469 438
Percentage share of the above shares in the share capital:	37%
Total number of valid votes:	42 469 438

number of votes "for":	number of votes "against":	number of votes "withheld":
28 118 635	14 350 803	761 101

Resolution 5

To re-appoint Natalie Fortescue as a Director of the Company

Number of shares under which valid votes were cast:	30 069 438
Percentage share of the above shares in the share capital:	26%
Total number of valid votes:	30 069 438

number of votes "for":	number of votes "against":	number of votes "withheld":
28 118 635	1 950 803	13 161 101

Resolution 6

To re-appoint Jonathan Kempster as a Director of the Company.

Number of shares under which valid votes were cast:	42 469 438
Percentage share of the above shares in the share capital:	37%
Total number of valid votes:	42 469 438

number of votes "for":	number of votes "against":	number of votes "withheld":
28 113 003	14 356 435	761 101

Resolution 7

To re-appoint Andrew Fairclough as a Director of the Company.

Number of shares under which valid votes were cast:	43 011 044
Percentage share of the above shares in the share capital:	38%
Total number of valid votes:	43 011 044

number of votes "for":	number of votes "against":	number of votes "withheld":
39 837 278	3 173 766	219 495

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

To re-appoint PKF Littlejohn 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:	43 078 031
Percentage share of the above shares in the share capital:	38%
Total number of valid votes:	43 078 031

number of votes "for":	number of votes "against":	number of votes "withheld":
42 771 438	306 593	152 508

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:	43 011 044
Percentage share of the above shares in the share capital:	38%
Total number of valid votes:	43 011 044

number of votes "for":	number of votes "against":	number of votes "withheld":
41 957 911	1 053 133	219 495

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) otherwise than pursuant to paragraph (b) 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 17 April 2023, 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 (b) below in excess of that number); and
- (b) 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 (a) above) in connection with an offer by way of a rights issue.

Paragraphs (a) and (b) 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 2024, 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:	43 196 259
Percentage share of the above shares in the share capital:	38%
Total number of valid votes:	43 196 259

number of votes "for":	number of votes "against":	number of votes "withheld":
39 167 231	4 029 028	34 280

**The special resolutions (below)
did not achieve the 75% threshold of shareholder approval to be passed**

Special Resolutions

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) in connection with a rights issue; and
- (b) otherwise than pursuant to paragraph (a) 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 (a) and (b) 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 2024, 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.

Number of shares under which valid votes were cast:	43 196 259
Percentage share of the above shares in the share capital:	38%
Total number of valid votes:	43 196 259

number of votes "for":	number of votes "against":	number of votes "withheld":
26 766 731	16 429 528	34 280

Authority to purchase own shares

Resolution 12

That:

- (a) the Directors be generally and unconditionally authorised pursuant to article 57 of the Companies (Jersey) Law 1991 to make market purchases of Ordinary Shares, provided that:
 - (i) the maximum number of Ordinary Shares authorised to be purchased is 11,080,109 (excluding shares held in treasury) of the Company at that time, further provided that no purchase shall be made from time to time if such purchase would exceed 10 per cent of the number of Ordinary Shares in issue (including shares held in treasury) of the Company at that time;
 - (ii) the minimum price, exclusive of any expenses, which may be paid for an Ordinary Share is £0.01;

- (iii) the maximum price, exclusive of any expenses, which may be paid for an Ordinary Share shall be the higher of:
- (A) an amount equal to five per cent above the average of the middle market quotations for the Company's Ordinary Shares taken from the AIM Appendix to the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which such shares are contracted to be purchased; and
- (B) the higher of the price of the last independent trade and the highest current independent bid on the AIM Appendix to the London Stock Exchange Daily Official List at the time that the purchase is carried out; and
- (iv) the authority hereby conferred 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 2024, except that the Company may make a contract to purchase Ordinary Shares under this authority before the expiry of this authority, which will or may be executed wholly or partly after the expiry of this authority, and may make purchases of Ordinary Shares in pursuance of any such contract as if such authority had not expired; and
- (b) the Company be and is generally and unconditionally authorised pursuant to Article 58A of the Companies (Jersey) Law 1991, to hold as treasury shares any Ordinary Shares purchased pursuant to the authority conferred by paragraph (a) of this resolution if the Directors resolve to hold as treasury shares any shares so purchased or contracted to be purchased.

Number of shares under which valid votes were cast:	43 230 535
Percentage share of the above shares in the share capital:	38%
Total number of valid votes:	43 230 535

number of votes "for":	number of votes "against":	number of votes "withheld":
29 121 337	14 109 198	4

11 May 2023

Press Release

Voting Results from AGM

Jersey, Channel Islands, 11 May 2023 -- Serinus Energy plc (“**Serinus**” or the “**Company**”) (AIM:SENX, WSE:SEN) reports that at the Annual General Meeting of shareholders (“**AGM**”) held on 11 May 2023, all ordinary resolutions were duly passed while the special resolutions did not achieve the 75% threshold of shareholder approval to be passed. The voting results for the Ordinary Resolutions and Special Resolution presented to shareholders in the Proxy Statement and Notice of Meeting dated 18 April 2023 were as follows:

Voting Results

Ordinary Resolutions	Votes For		Votes Against		Votes Withheld
	Number	Percent (%)	Number	Percent (%)	Number
1. Financial Statements	39,296,496	90.90	3,934,039	9.10	4
2. Re-appoint L. Redziniak	28,118,635	66.26	14,316,523	33.74	795,381
3. Re-appoint J. Auld	26,719,257	86.66	4,111,282	13.34	12,400,000
4. Re-appoint J. Causgrove	28,118,635	66.21	14,350,803	33.79	761,101
5. Re-appoint N. Fortescue	28,118,635	93.51	1,950,803	6.49	13,161,101
6. Re-appoint J. Kempster	28,113,003	66.20	14,356,435	33.80	761,101
7. Re-appoint A. Fairclough	39,837,278	92.62	3,173,766	7.38	219,495
8. Re-appoint Auditors	42,771,438	99.29	306,593	0.71	152,508
9. Auditor Remuneration	41,957,911	97.55	1,053,133	2.45	219,495
10. Allot Relevant Securities	39,167,231	90.67	4,029,028	9.33	34,280

Special Resolutions	Votes For		Votes Against		Votes Withheld
	Number	Percent (%)	Number	Percent (%)	Number
11. Pre-emption Rights	26,766,731	61.97	16,429,528	38.03	34,280
12. Purchase of Own Shares	29,121,337	67.36	14,109,198	32.64	4

All defined terms used in this announcement have the meanings set out in the Company's Notice of AGM dated 18 April 2023, which are available on the Company's website:

<https://serinusenergy.com/shareholder-information/>

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) 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.*