

## **NOTICE OF ANNUAL GENERAL MEETING**

Notice is hereby given that the Annual General Meeting (“Meeting”) of Orogen plc (“the Company”) will be held at Finsgate, 5-7 Cranwood Street, London EC1V 9EE on 27 July 2017 at 4pm for the following purposes:

### **ORDINARY BUSINESS**

1. To receive and adopt the report of the Directors and the financial statements of the Company for the year ending 31 December 2016, together with the report of the auditors thereon. (Ordinary Resolution)
2. To re-elect Adam Reynolds as a Director of the Company in accordance with the Company’s articles of association. (Ordinary Resolution)
3. To re-elect Steven Metcalfe as a Director of the Company in accordance with the Company’s articles of association. (Ordinary Resolution)
4. To re-elect Mark Collingbourne as a Director of the Company in accordance with the Company’s articles of association. (Ordinary Resolution)
5. To re-appoint Jeffrey Henry LLP as auditors of the Company and to authorize the Directors to fix their remuneration. (Ordinary Resolution)

### **SPECIAL BUSINESS**

To consider and, if thought fit, to pass the following resolutions which will be proposed as an ordinary resolution as to resolution 6 and as a special resolution as to resolution 7:

6. THAT the Directors be and they are hereby generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (“Act”) to exercise all and any powers of the Company to allot shares in the Company or grant rights to subscribe for or to convert any securities into shares in the Company (“Rights”) up to an aggregate nominal amount of £26,472, provided that the authority hereby conferred shall operate in substitution for and to the exclusion of any previous authority given to the Directors pursuant to section 551 of the Act and shall expire on the date falling 12 months from the date of the passing of this resolution (or, if later, the next annual general meeting of the Company following the passing of this resolution) unless such authority is renewed, varied or revoked by the Company in general meeting save that the Company may at any time before such expiry make an offer or agreement which might require shares to be allotted or Rights to be granted after such expiry and the Directors may allot shares or grant Rights in pursuance of such offer or agreement as if the authority hereby conferred had not expired. (Ordinary Resolution)

7. THAT subject to and conditional upon passing of resolution 6 the Directors be and they are hereby empowered pursuant to section 570 of the Act to allot equity securities (as defined in section 560 of the Act) for cash as if section 561 (1) of the Act did not apply to any such allotment PROVIDED THAT such power shall be limited to:

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a. the allotment of equity securities in connection with a rights issue or any other pre-emptive offer in favour of holders of equity securities (as required by the rights of such securities) in proportion (as nearly as may be) to the respective amounts of equity securities held by them subject only to such exclusions or other arrangements as the Directors may consider appropriate to deal with treasury shares, fractional entitlements, record dates or legal or practical difficulties under the laws of any territory or the requirements of any recognised regulatory body or stock exchange in any territory or otherwise;

b. the allotment (otherwise than pursuant to sub paragraph (a) above) of equity securities up to an aggregate nominal amount of £13,236,

and the power hereby conferred shall operate in substitution for and to the exclusion of any previous power given to the Directors pursuant to section 561 (1) of the Act and shall expire on the date falling 12 months from the date of the passing of this resolution (or, if later, the next annual general meeting of the Company following the passing of this resolution) unless such power is renewed, varied or revoked by the Company in general meeting except that the Company may before the expiry of any power contained in this Resolution make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired. (Special Resolution)

By Order of the Board

Mark Collingbourne  
Company Secretary  
Orogen plc  
Finsgate  
5 – 7 Cranwood Street  
London EC1V 9EE

Date: 28 June 2017

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### NOTES:

#### Entitlement to attend and vote

- 1 In accordance with Regulation 41 of the Uncertificated Securities Regulations 2001, the Company gives notice that only those shareholders entered on the relevant register of members (**Register**) for certificated or uncertificated shares of the Company (as the case may be) at close of business on 25 July 2017 (**Specified Time**) will be entitled to attend or vote at the Annual General Meeting in respect of the number of shares registered in their name at that time. Changes to entries on the Register after the Specified Time will be disregarded in determining the rights of any person to attend or vote at the Annual General Meeting. Should the Annual General Meeting be adjourned to a time not more than 48 hours after the Specified Time, that time will also apply for the purpose of determining the entitlement of members to attend and vote (and for the purpose of determining the number of votes they may cast) at the adjourned Annual General Meeting. Should the Annual General Meeting be adjourned for a longer period, then to be so entitled, members must be entered on the Register at the time which is 48 hours before the time fixed for the adjourned Annual General Meeting or, if the Company gives notice of the adjourned Annual General Meeting, at the time specified in the notice.

#### Appointment of proxies

- 2 As a member of the Company, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the meeting and you should have received a Proxy Form with this notice of meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the Proxy Form.
- 3 A proxy does not need to be a member of the Company but must attend the meeting to represent you. Details of how to appoint the Chairman of the meeting or another person as your proxy using the Proxy Form or via CREST are set out in the notes to the Proxy Form. If you wish your proxy to speak on your behalf at the meeting you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.
- 4 If you do not give your proxy an indication of how to vote on any resolution, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.

#### Appointment of proxy using hard copy Proxy Form

- 5 The notes to the Proxy Form explain how to direct your proxy to vote on each resolution or withhold their vote.
- 6 To appoint a proxy using the Proxy Form, the form must be:
  - completed and signed;
  - sent or delivered to Capita Asset Services at PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU; and
  - received by Capita Asset Services no later than 4pm on 25 July 2017.
- 7 In the case of a member which is a company, the Proxy Form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.
- 8 Any power of attorney or any other authority under which the Proxy Form is signed (or a duly certified copy of such power or authority) must be included with the Proxy Form.

#### Appointment of proxy by joint members

- 9 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 Register in respect of the joint holding (the first-named being the most senior).

#### Changing proxy instructions

- 10 To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also applies in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.
- 11 Where you have appointed a proxy using the hard-copy Proxy Form and would like to change the instructions using another hard-copy Proxy Form, please contact Capita Asset Services on 0871 664 0300.

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Calls cost 12p per minute plus your phone company's access charge. If you are outside the United Kingdom, please call +44 371 664 0300. Calls outside the United Kingdom will be charged at the applicable international rate. Capita are open between 09:00-17.30, Monday to Friday excluding public holidays in England and Wales. Calls may be recorded and randomly monitored for security and training purposes. The helpline cannot provide advice on the merits of the resolutions proposed nor give any financial, legal or tax advice.

- 12 If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

### Termination of proxy appointments

- 13 In order to revoke a proxy instruction (other than a CREST Proxy instruction) you will need to inform Capita Asset Services by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Capita Asset Services at PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.
- 14 The revocation notice must be received by Capita Asset Services no later than 9am on 23 May 2017. If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to the paragraph directly below, your proxy appointment will remain valid.
- 15 Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.

### Appointment of proxy via CREST

- 16 CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members and those CREST members who have appointed 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.
- 17 In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (**CREST Proxy Instruction**) must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or 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 Capita Asset Services (ID RA10) by no later than 4pm on 25 July 2017. No such message received through the CREST network after this time will be accepted. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the registrars are 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.
- 18 CREST members and, where applicable, their CREST sponsors or voting service provider(s) should note that Euroclear UK & Ireland 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(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
- 19 The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

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I/We the undersigned, being a member/members of Orogen plc (the "Company"), appoint

Name:.....or,

failing him, the Chairman of the meeting, as my/our proxy to vote on my/our behalf at the Annual General Meeting of the Company ("Meeting") to be held on 27 July 2017 at 4pm at Finsgate, 5-7 Cranwood Street, London EC1V 9EE and at any adjournment thereof. The proxy will vote on the under mentioned resolutions, as indicated.

(PLEASE INDICATE WITH AN "X" IN THE BOXES BELOW)

<b>ORDINARY RESOLUTIONS</b>	<b>For</b>	<b>Against</b>	<b>Abstain</b>
1. To receive and adopt the report of the Directors and the financial statements of the Company for the year ending 31 December 2016 together with the report of the auditors thereon.			
2. To re-elect Adam Reynolds as a Director of the Company.			
3. To re-elect Steven Metcalfe as a Director of the Company.			
4. To re-elect Mark Collingbourne as a Director of the Company.			
5. To re-appoint Jeffrey's Henry LLP as auditor and to authorise the Directors to fix their remuneration.			
6. To grant the Directors authority to allot shares generally.			
<b>SPECIAL RESOLUTION</b>			
7. To disapply statutory pre-emption provisions.			

*If this form is signed and returned without any indication as to how the proxy shall vote, the proxy will exercise his discretion both as to how he votes (and whether or not he abstains from voting).*

Enter number of ordinary shares in relation to which your proxy is authorised to vote or leave blank to authorise your proxy to act in relation to your full entitlement

Please also tick this box if you are appointing more than one proxy

**PRINT NAME:** .....

**SIGNATURE:** .....

**DATE:** .....2017

Completed proxy forms should be delivered before 4pm on 25 July 2017 to the Company's registrars:  
**Capita Asset Services, PXS, 34 Beckenham Road, Kent, BR3 4TU**

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### Notes:

1. To appoint as a proxy a person other than the Chairman of the Meeting insert the full name of that person in the space provided. To appoint more than one proxy you may photocopy the form. Please indicate the proxy holder's name and the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you). Please also indicate if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope. A proxy need not be a member of the Company.
2. Unless otherwise indicated the proxy will vote as he thinks for or, at his discretion, abstain from voting.
3. The Form of Proxy over must arrive at Capita Asset Services, PXS, 34 Beckenham Road, Beckenham, BR3 4TU during usual business hours accompanied by any Power of attorney under which it is executed (if applicable) no later than 4pm on 25 July 2017.
4. A member which is a company must execute the Form of Proxy under its common seal or signed on its behalf by an officer of the Company.
5. Any power of attorney or other authority under which the Form of Proxy is signed (or duly certified copy of such power or authority) must be included with the Form of Proxy.
6. The Form of Proxy is for use in respect of the shareholder account specified above only and should not be amended or submitted in respect of a different account.
7. The vote 'Withheld' option is provided to enable you to abstain on any particular resolution. Such a vote is not a vote in law and will not be counted in the vote 'For' and 'Against' a resolution.
8. Corporate Representatives must make themselves known to the Company prior to the start of the Meeting.
9. Shares held in uncertificated form (i.e. in CREST) may be voted through the CREST Proxy Voting Service in accordance with the procedures set out in the CREST Manual.